

Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Chad J. Husnick, P.C.
W. Benjamin Winger (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Co-Counsel for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
BARNEYS NEW YORK, INC., <i>et al.</i> , ¹)	Case No. 19-36300 (CGM)
)	
Debtors.)	(Jointly Administered)
)	

**SUMMARY COVER SHEET TO THE FIRST
INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM AUGUST 6, 2019 THROUGH AND INCLUDING SEPTEMBER 30, 2019**

In accordance with the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this summary (this “Summary”) of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this Summary is attached (the “Fee Application”)² for the period from August 6, 2019 through September 30, 2019 (the “Fee Period”).

K&E submits the Fee Application as an interim fee application in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (1818); Barney’s Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 660 Madison Avenue, New York, New York 10065.

² Capitalized terms used but not otherwise defined in this Summary shall have the meanings ascribed to such terms in the Fee Application.

Retained Professionals (the “Interim Compensation Order”), which permits K&E to file interim fee applications every 45 days.

General Information

Name of Applicant:	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Authorized to Provide Services to:	Barneys New York, Inc., <i>et al.</i>
Petition Date:	August 6, 2019
Date of Order Authorizing the Debtors to Retain K&E [Docket No. 269]:	September 19, 2019, <i>nunc pro tunc</i> to August 6, 2019

Summary of Fees and Expenses Sought in the Fee Application

Period for Which Compensation and Reimbursement is Sought in the Fee Application:	August 6, 2019 through September 30, 2019
Voluntary Fee Waiver and Expense Reduction in this Fee Period:	Reduced fees by \$101,311.00 and expenses by \$8,032.40 ³
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$2,954,099.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$168,469.87
Total Compensation and Expense Reimbursement Requested for the Fee Period:	\$3,122,568.87

Rate Increases Applicable to the Fee Period

³ K&E voluntarily reduced its fees and expenses by the amounts described above and consequently does not seek payment of these fees and expenses in this Fee Application.

Total Amount of Compensation
Sought for the Fee Period, Calculated
Using Rates as of the Date of Retention: \$0.00

Summary of Past Requests for Compensation and Prior Payments

Total Amount of Compensation Previously
Requested Pursuant to the Interim Compensation \$2,954,099.00
Order to Date:

Total Amount of Expense
Reimbursement Previously Requested
Pursuant to the Interim Compensation Order to Date: \$168,469.87

Total Compensation Approved
Pursuant to the Interim Compensation Order to Date: \$0.00

Total Amount of Expense Reimbursement Approved
Pursuant to the Interim Compensation Order to Date: \$0.00

Total Allowed Compensation Paid to Date: \$0.00

Total Allowed Expenses Paid to Date: \$0.00

Compensation Sought in
this Application Already Paid Pursuant to
the Interim Compensation Order But Not Yet \$2,363,279.20
Allowed:

Expenses Sought In This
Application Already Paid Pursuant to the
Interim Compensation Order But Not Yet Allowed: \$168,469.87

New York, New York
Date: November 18, 2019

/s/ Joshua A. Sussberg

Joshua A. Sussberg, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL
LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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Edward O. Sassower, P.C.
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**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
BARNEYS NEW YORK, INC., <i>et al.</i> , ¹)	Case No. 19-36300 (CGM)
)	
Debtors.)	(Jointly Administered)
)	

**FIRST INTERIM FEE APPLICATION
OF KIRKLAND & ELLIS LLP AND KIRKLAND &
ELLIS INTERNATIONAL LLP, ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD
FROM AUGUST 6, 2019 THROUGH AND INCLUDING SEPTEMBER 30, 2019**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its interim fee application (the “Fee Application”) for allowance of compensation for professional services provided in the amount of \$2,954,099.00 and reimbursement of actual and necessary expenses in the amount of \$168,469.87 that K&E incurred for the period from August 6, 2019 through September 30, 2019 (the “Fee Period”). In support of this Fee Application,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (1818); Barney’s Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 660 Madison Avenue, New York, New York 10065.

K&E submits the declaration of Joshua A. Sussberg, President of Joshua A. Sussberg, P.C., a partner at K&E, (the “Sussberg Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 272] and (the “Interim Compensation Order”).

Background

4. On August 6, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have operated their businesses and managed their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On August 7, 2019, the Court entered an order [Docket No. 41] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases. On August 15, 2019, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured

creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 131].

5. A description of the Debtors’ businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Mohsin Y. Meghji, Chief Restructuring Officer of Barneys New York, Inc. in Support of Debtors’ Chapter 11 Petitions and First Day Motions*, filed on August 6, 2019 [Docket No. 22] and incorporated herein by reference.

6. On September 20, 2019, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

Preliminary Statement

7. K&E represented the Debtors professionally and diligently during the Fee Period, advising them on a variety of complex matters and issues. With K&E’s advice and assistance, the Debtors have, among other things:

- (A) secured approval of all of their substantive “first day” motions on a final basis [Docket Nos. 155, 156, 208, 209, 210, 211, 212, 213, 216, 217, 221, 222, 230, and 282], allowing the Debtors to smoothly transition operations into chapter 11;
- (B) secured approval of all of their procedural “first day” and typical “second day” motions [Docket Nos. 41, 48, 55, 207, 214, 269, 275, 271, 272, 273, 274, and 275], allowing these chapter 11 cases to be managed efficiently and effectively;
- (C) negotiated the terms of, conducted a contested evidentiary hearing for, and ultimately obtained interim and final approval of approximately \$257 million in debtor-in-possession financing (the “DIP Financing”), including subsequent amendments thereto [Docket Nos. 49, 127, 222, 282];
- (D) negotiated the terms and secured approval of, and undertook, the sale and marketing process for the Debtors’ assets [Docket Nos. 87, 91, 95, 144, 156, 200] (the “Sale Process”);
- (E) engaged extensively with the Committee, the DIP Parties, and other interested parties regarding case strategy for the Sale Process;

(F) negotiated the terms of a stalking horse purchase agreement in relation to the Sale Process;

(G) negotiated the terms of, conducted a contested hearing for, and ultimately obtained interim and final approval for closing fifteen unprofitable store locations and rejecting the related real property leases [Docket Nos. 12, 88, 90, 98, 132, 148, 216, 230];

(H) filed and obtained entry of a bar date order [Docket No. 214]; and

(I) prepared and filed schedules of assets of liabilities and statements of financial affairs for the Debtor entities [*See, e.g.*, Docket No. 261²].

Case Status Summary

8. On the Petition Date, the Debtors filed (a) voluntary petitions for the Debtors and (b) a motion seeking approval of a \$75 million financing facility, provided by Hilco Global and Gordon Brothers (the “Hilco DIP Facility”). During the first day hearing, the Debtors elected to replace the Hilco DIP Facility with an alternative, superior DIP financing proposal sponsored by Brigade Capital Management and BRF Finance Co., LLC (the “Brigade DIP Facility”). That same day, the Debtors also filed 17 procedural and substantive “first day” pleadings,³ completed their “first day” hearing, and obtained relief on all of the motions that were heard.⁴

9. Prior to and following the filing of the motion to approve the Hilco DIP Facility [Docket No. 20], the Debtors engaged in continuous negotiations with the Brigade DIP Facility

² Schedules of assets and liabilities and statements of financial affairs were filed for each Debtor entity on their respective dockets.

³ [Docket Nos. 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 20, 22, 23].

⁴ Two motions were consensually adjourned to be heard at a later date, including the *Debtors’ Omnibus Motion for Entry of an Order (I) Authorizing (A) Rejection of Certain Unexpired Leases of Nonresidential Real Property, Effective as of the Rejection Date, and (B) Abandonment of Any Personal Property Related Thereto, and (II) Granting Related Relief* [Docket No. 12] and the *Debtors’ Motion for Entry of an Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Authorizing Fee Payments to NUS Consulting Group for Services Performed, and (V) Granting Related Relief* [Docket No. 15].

parties with respect to \$257 million of DIP financing that would fund the Sale Process through November 1, 2019, and satisfy the Prepetition Secured Obligations in cash, all subject to a final hearing. Ultimately, the Debtors determined that the Brigade DIP Facility provided the best available economic and non-economic terms for the reasons articulated by Mr. Burian at the First Day Hearing. On August 6, 2019, the Court approved the Brigade DIP Facility, granted the Debtors leave to file an amended motion in connection with the new terms, and scheduled a second interim hearing on the Brigade DIP Facility for August 14, 2019, at 2:30 p.m. prevailing Eastern Time (the “Second Interim DIP Hearing”) and a final hearing for September 4, 2019 (the “Second Day Hearing”). On August 7, 2019, the Court entered the Interim DIP Order [Docket No. 49], the Brigade DIP Facility closed, and the DIP Lenders funded the initial \$75 million, a portion of which was used to satisfy Prepetition Secured Obligations. On August 15, 2019, the Court entered the Second Interim DIP Order [Docket No. 127] and the DIP Lenders funded the balance of the \$217 million DIP term loan facility, the proceeds of which were used, in part, to satisfy remaining Prepetition Secured Obligations.

10. Between the Second Interim DIP Hearing and the Second Day Hearing, the Debtors continued to engage with interested parties, including the U.S. Trustee and the Committee, regarding the DIP Facility. The Debtors received and responded to several objections to the Final DIP Order and the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Enter into and Perform Under the Consultant Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Continuation of Related Non-Insider Severance Programs, and (IV) Granting Related Relief* [Docket No. 90] from the U.S. Trustee and the Committee. At the Second Day Hearing, the Debtors obtained the requested relief over the remaining unresolved objections. The Court entered the Final DIP Order on September 5, 2019

[Docket No. 222]. Thereafter the Debtors and the DIP Parties entered into subsequent amendments and held status conferences related to the Final DIP Order [*E.g.*, Docket No. 282].

11. In parallel, the Debtors also advanced the Sales Process, negotiating the terms of and obtaining approval of certain bidding procedures [Docket Nos. 156, 200] (the “Bidding Procedures”) and exited fifteen unprofitable store locations. The Debtors likewise had significant engagement with the U.S. Trustee, the Committee, and the DIP Parties regarding the Sale Process. During the Fee Period, the Debtors and their advisors continued to work tirelessly to preserve the value of the business, develop indications of interest for a going-concern transaction, and negotiate the terms of a stalking horse bid that could serve as a baseline proposal for a competitive process. These multi-track efforts involved extensive diligence, coordination, and analysis with various stakeholders, including the DIP Parties, potential purchasers, the Committee, landlords, suppliers, unions, and other parties in interest, during the Fee Period.

The Debtors’ Retention of K&E

12. On September 19, 2019, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 269] (the “Retention Order”), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E’s hourly rates charged for services of this type and to reimburse K&E for K&E’s actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E’s engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of December 21, 2018 and attached hereto as **Exhibit C** (the “Engagement Letter”).

13. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

Disinterestedness of K&E

14. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Joshua*

A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date [Docket No. 175, Ex. B] (the "K&E Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declaration.

15. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declaration, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. K&E will update the K&E Declaration, as appropriate, if K&E becomes aware of relevant and material new information.

16. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

17. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

18. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order

19. This Fee Application has been prepared in accordance with the Interim Compensation Order.

20. K&E seeks interim compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$2,954,099.00 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$168,469.87. During the Fee Period, K&E attorneys and paraprofessionals expended a total of 3,424.00 hours for which compensation is requested.

21. In accordance with the Interim Compensation Order, as of the date hereof, K&E has received payments totaling \$2,531,749.07 (\$2,363,279.20 of which was for services provided and \$168,469.87 of which was for reimbursement of expenses) for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of the remaining \$422,349.93, which amount represents the entire amount of unpaid fees and expenses incurred between August 6, 2019 and September 30, 2019.⁵

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

22. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise,

⁵ This amount also reflects the 20% holdback for the Fee Period.

regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

23. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to*

the Petition Date (the “Retention Application”).

C. Expenses Incurred During Fee Period.

24. In the ordinary course of K&E’s practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

25. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

26. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

27. To provide a meaningful summary of K&E’s services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a “Matter Category”) in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the

Fee Period:⁶

Matter Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
Bankruptcy Preparation					
23	Travel	185-266	111.10	\$180,000.00-\$260,000.00	\$101,275.00
Bankruptcy Proceedings					
3	Chapter 11 Filing	300-431	181.10	\$240,000.00-\$345,000.00	\$114,397.50
8	Case Administration	295-424	126.30	\$270,000.00-\$390,000.00	\$77,220.50
12	Creditor and Stakeholder Communications	150-216	15.50	\$120,000.00-\$175,000.00	\$14,190.00
13	Creditors' Committee Issues	130-187	48.60	\$120,000.00-\$175,000.00	\$46,571.50
19	K&E Retention & Fee Applications	310-446	206.80	\$270,000.00-\$390,000.00	\$151,526.00
20	Non-K&E Retention & Fee Applications	100-144	94.20	\$90,000.00-\$130,000.00	\$69,314.00
21	SOFAs and Schedules	100-144	119.80	\$90,000.00-\$130,000.00	\$107,555.50
24	U.S. Trustee Issues	130-187	17.30	\$120,000.00-\$175,000.00	\$17,375.00
Operational Issues					
7	Business Operations and Vendor Issues	235-338	280.50	\$210,000.00-\$300,000.00	\$237,535.50
9	DIP Financing, Debt Finance Issues	695-999	617.00	\$690,000.00-\$990,000.00	\$634,341.50
11	Corporate and Securities Issues	100-144	5.50	\$100,118.00-\$145,000.00	\$7,615.00
15	Employee Issues	125-180	472.70	\$60,000.00-\$85,000.00	\$419,623.00
18	Insurance and Surety Matters	75-108	8.90	\$60,000.00-\$85,000.00	\$9,872.50
22	Tax Issues	90-129	8.30	\$90,000.00-\$130,000.00	\$7,787.00
25	Utilities	75-108	51.00	\$60,000.00-\$85,000.00	\$43,355.00
Adversarial Matters					
4	Adversary Proceedings & Contested Matters	210-302	417.70	\$180,000.00-\$260,000.00	\$381,182.50
6	Automatic Stay Issues	65-93	43.80	\$60,000.00-\$85,000.00	\$38,030.00
10	Claims Administration and Objections	70-101	41.00	\$60,000.00-\$85,000.00	\$33,880.00
17	Hearings	115-165	356.30	\$90,000.00-\$130,000.00	\$253,052.50
Asset-Related Issues					
5	Asset Sales and Disposition	1,310 -1,883	161.60	\$1,230,000.00-\$1,770,000.00	\$158,024.00
16	Executory Contracts and Unexpired Leases	250-359	39.00	\$210,000.00-\$300,000.00	\$30,375.50
Totals		6520-10,579	3,424.00	\$5,980,118.00-\$8,605,000.00	\$2,954,099.00

28. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in

⁶ In certain instances K&E may have billed the same amount of fees, but different amount of hours to different matter categories. This difference is the result of different staffing of each such matter category.

accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

29. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) Chapter 11 Filing [Matter No. 3]

Total Fees: \$114,397.50
Total Hours: 181.10

30. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the emergency filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

31. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the

Debtors to (a) pay certain critical vendors, suppliers, and lien claimants; (b) pay certain prepetition employee wages and benefits; (c) maintain cash management systems; (d) use prepetition bank accounts, checks and other business forms; (e) make tax payments to federal, local, and state taxing authorities; (f) prohibit utility companies from discontinuing services; and (g) maintain prepetition insurance policies and enter into new insurance policies.

(b) Adversary Proceedings & Contested Matters [Matter No. 4]

Total Fees: \$381,182.50

Total Hours: 417.70

32. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to litigation, adversary proceedings, or other adversarial matters, and doing related research and drafting documentation on the Debtors' litigation strategy. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) litigating disputed matters in respect of the DIP Facility, store closing procedures, and sale incentive plan;
- (ii) drafting, reviewing, and analyzing replies in response to objections to the foregoing;
- (iii) preparing various declarants in these cases called to testify in support of contested motions; and
- (iv) preparing litigation documents and board presentations relating to the above matters.

(c) Asset Sales and Disposition [Matter No. 5]

Total Fees: \$158,024.00

Total Hours: 161.60

33. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the disposition of the Debtors' assets and the Sale Process. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and analyzing issues related to and conducting extensive due diligence in connection with potential sales of the Debtors' assets;
- (ii) reviewing and negotiating non-disclosure agreements with third parties regarding potential sales of the Debtors' assets;
- (iii) reviewing and analyzing various contracts and vendor agreements of the Debtors in connection with such potential assets sales, and drafting of an asset purchase agreement in relation to same;
- (iv) reviewing and revising bidding procedures and store closing order;
- (v) reviewing and analyzing various issues relating to the Sale Process; and
- (vi) negotiating sale terms and other deal documents with interested parties.

(d) Automatic Stay Issues [Matter No. 6]

Total Fees: \$38,030.00
Total Hours: 43.80

34. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting automatic stay letters and related materials;
- (ii) corresponding with the Debtors' other advisors regarding potential stay violations; and
- (iii) advising the Debtors with regard to potential violations of the automatic stay.

(e) Business Operations & Vendor Issues [Matter No. 7]

Total Fees: \$237,535.50
Total Hours: 280.50

35. K&E attorneys and paraprofessionals spent time developing an all-encompassing and cohesive strategy for maintaining business operations with minimal disruptions during the course of the Debtors' chapter 11 cases. K&E's efforts ensured a smooth transition into chapter

11 and that the Debtors' business operations continued without interruption. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) analyzing vendor issues and communicating with the management team, the Debtors' other professionals, and vendors regarding the same;
- (ii) negotiating, reviewing, and revising vendor trade terms and agreements; and
- (iii) assisting the Debtors with their compliance with chapter 11 operating and reporting requirements.

(f) Case Administration [Matter No. 8]

Total Fees: \$77,220.50
Total Hours: 126.30

36. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing and updating case calendars and critical dates charts, docket reports, and works-in-process reports;
- (ii) complying with applicable filing, service, agenda, and notice requirements; and
- (iii) managing case management tasks among K&E personnel and other retained professionals.

37. Time billed to this Matter Category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matters.

(g) DIP Financing, Debt Finance Issues [Matter No. 9]

Total Fees: \$634,341.50
Total Hours: 617.00

38. This Matter Category includes time spent by K&E attorneys and paraprofessionals addressing issues related to the negotiation, implementation, and approval of the DIP Financing. The DIP Financing was a complex financing arrangement that involved multiple iterations,

structures, and parties, including Brigade Capital Management, LP, BRF Finance Co., LLC, GACP II, L.P., and GACP Finance Co., LLC, Hilco Global and Gordon Brothers, and the Prepetition Secured Parties. K&E attorneys spent significant amounts of time negotiating the DIP Financing documents following the Petition Date, developing and documenting the new Brigade DIP Facility, negotiating milestones, drafting a separate agreement for the \$40 million consignment facility, negotiating amendments to the Final DIP Order, and throughout this process engaging in substantial negotiations, coordination, and dialogue with multiple DIP Parties, the Committee, the U.S. Trustee, and other parties in interest. During the Fee Period, K&E attorneys and paraprofessionals spent time:

- i. reviewing and analyzing the Debtors' prepetition financing arrangements;
- ii. reviewing and analyzing perfection and other collateral issues;
- iii. marketing the proposed DIP Financing and conducting substantial diligence and coordination with interested parties, including unsuccessful bidders;
- iv. negotiating, researching, analyzing and drafting the DIP Motion, the DIP Credit Agreements, the commitment letter, the DIP Note, the Payoff Letter, the Amended DIP Motion, the initial interim DIP order, the revised interim DIP order, the Final DIP Order, the First Amended Final DIP Order, and declarations in support;
- v. negotiating, researching, and drafting the new Brigade DIP Facility, including revised credit agreements for such facility;
- vi. researching and drafting the DIP reply and preparing witnesses and other materials for contested DIP proceedings;
- vii. coordinating closing documents in connection with the various DIP Financing proposals and associated transactions; and
- viii. assisting the Debtors with their compliance with DIP requirements.

(h) Claims Administration and Objections [Matter No. 10]

Total Fees: \$33,880.00

Total Hours: 41.00

39. This Matter Category includes time K&E attorneys and paraprofessionals spent on

matters related to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and analyzing claim treatment issues and issues related to the bar date and notice thereof;
- (ii) drafting and revising a bar date motion, proposed order, and notices;
- (iii) coordinating with Stretto and other parties regarding, among other issues, publication notice and timing issues;
- (iv) drafting the motion to extend the time to remove civil actions [Docket No. 305]; and
- (v) securing approval of the *Order (A) Setting Bar Dates for Submitting Proofs of Claim, (B) Approving Procedures for Submitting Proofs of Claim, and (C) Approving Notice Thereof, and (D) Granting Related Relief* [Docket No. 214].

(i) **Corporate and Securities Issues [Matter No. 11]**

Total Fees: \$7,615.00

Total Hours: 5.50

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and the Board of Directors (the “Board”) regarding regarding corporate matters, governance, and reporting requirements. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing, analyzing, and advising the Debtors with respect to various corporate issues, including, among other things, financial, corporate governance and compliance issues as well as other corporate matters related to the Debtors’ chapter 11 cases;
- (ii) preparing for and participating in meetings and case update conferences with the Debtors’ board of directors; and
- (iii) addressing corporate or other matters with respect to the Debtors and their estates.

(j) Creditor and Stakeholder Communications [Matter No. 12]

Total Fees: \$14,190.00
Total Hours: 15.50

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to creditors and other collateral issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) responding to inquiries from the Debtors' creditors regarding case status and various motions; and
- (ii) assisting the Debtors with their compliance with chapter 11 operating and reporting requirements

(k) Creditors' Committee Issues [Matter No. 13]

Total Fees: \$46,571.50
Total Hours: 48.60

42. This Matter Category includes time spent by K&E attorneys meeting and corresponding with the Committee's advisors and the Debtors' lenders and their advisors to provide updates as to developments in the cases, providing relevant information and access to the Debtors and their records as requested, and responding to miscellaneous creditor inquiries. During the Fee Period, K&E attorneys and paraprofessionals organized, prepared for, and attended the Committee formation meeting. K&E attorneys and paraprofessionals also spent time responding to information requests from the Committee and coordinating with the Debtors' other advisors to create and efficiently respond to diligence requests.

(l) Employee Issues [Matter No. 15]

Total Fees: \$419,623.00
Total Hours: 472.70

43. The Debtors and K&E believe that a successful reorganization depends on retaining their workforce, thereby ensuring continuity of the Debtors' businesses. As a result, this Matter Category includes time spent by K&E attorneys and paraprofessionals addressing issues related to

wages, compensation, benefits, separation matters, single and multiemployer pension plans, and drafting, researching, negotiating, and revising the Debtors' motion to approve their sale incentive plan [Docket No. 218].

(m) Executory Contracts and Unexpired Leases [Matter No. 16]

Total Fees: \$30,375.50

Total Hours: 39.00

44. This Matter Category includes time spent by K&E attorneys examining issues related to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time researching, analyzing, renegotiating, or rejecting the Debtors' obligations under their various executory contracts. Specifically, K&E attorneys spent time:

- (i) advising the Debtors with respect to their rights and obligations under their executory contracts and unexpired leases under relevant bankruptcy and non-bankruptcy law;
- (ii) advising the Debtors with respect to the process for the assumption or rejection of certain executory contracts and unexpired leases of nonresidential real property;
- (iii) researching and analyzing issues related thereto; and
- (iv) preparing, negotiating, and filing pleadings and notices related thereto.

(n) Hearings [Matter No. 17]

Total Fees: \$253,052.50

Total Hours: 356.30

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to preparing for and attending several hearings during the Fee Period, including preparing agendas, orders, and binders related to hearings, settling orders before and after hearings, responding to multiple substantial objections in advance of both the first and second day hearings, and corresponding with various parties in preparation for, and after, the hearings. These services also included conferences to discuss multiple matters scheduled for a

specific hearing and coordinating hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending hearings including:

- i. a “first day” hearing on August 6, 2019;
- ii. an interim hearing on the Interim DIP Order and Store Closing Motion on August 14, 2019;
- iii. a separate hearing for the bidding procedures and utilities on August 21, 2019;
- iv. the “second day” hearing for the Final DIP Order, the Store Closing Order, other “first day” relief, and the Case Management Conference on September 4, 2019;
- v. a hearing for the Ordinary Course Professionals Motion, the Interim Compensation Motion, the Sale Maximization Incentive Plan Motion, the M-III Retention Application, and the Houlihan Retention Application on September 18, 2019; and
- vi. a status conference on September 27, 2019.

(o) Insurance and Surety Matters [Matter No. 18]

Total Fees: \$9,872.50

Total Hours: 8.90

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that Debtors’ insurance policies were maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time analyzing and reviewing the Debtors’ insurance policies, including D&O insurance policies, and secured the Court’s approval to maintain prepetition insurance policies and enter into new insurance policies [Docket No. 210].

(p) K&E Retention & Fee Applications [Matter No. 19]

Total Fees: \$151,526.00

Total Hours: 206.80

47. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors’ counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing pleadings and a comprehensive conflict analysis necessary to obtain the order of the Court approving the employment of K&E to represent the Debtors;
- (ii) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (iii) preparing and filing the Retention Application;
- (iv) preparing updated professional disclosures for filing with the Court;
- (v) preparing and distributing K&E's monthly fee statements in accordance with the Interim Compensation Order; and
- (vi) reviewing and revising invoices regarding privilege and confidentiality and to ensure compliance with the Interim Compensation Order, applicable provisions of the Bankruptcy Code, the Local Rules.

(q) Non-K&E Retention & Fee Applications [Matter No. 20]

Total Fees: \$69,314.00

Total Hours: 94.20

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- i. relating to the retention of Houlihan Lokey Capital, Inc. [Docket No. 178]; M-III Advisory Partners, LP [Docket No. 189]; and PricewaterhouseCoopers LLP [Docket No. 286];
- ii. engaging with the Debtors' other professionals and the U.S. Trustee and the Committee with respect to the foregoing retention applications and related retention orders;
- iii. coordinating with the Debtors and their other advisors with respect to ordinary course professional retentions and complying with the related disclosure requirements of applicable provisions of the Bankruptcy Code; and
- iv. reviewing retention applications filed by the Committee's professionals and coordinating with the Committee to address the Debtors' concerns regarding these retentions and reviewing related fee statements.

(r) SOFAs and Schedules [Matter No. 21]

Total Fees: \$107,555.50
Total Hours: 119.80

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services advising the Debtors, Stretto, and other advisors in connection with the preparation, review, revision, and filing of schedules of assets and liabilities and statements of financial affairs (collectively, the “Schedules and Statements”). Specifically, K&E attorneys and paraprofessionals providing services relating to the following matters:

- (i) advising the Debtors and the Debtors’ other advisors regarding drafting the Schedules and Statements, including significant time reviewing information for each of the Debtor entities as part of these chapter 11 cases, and attended regular conferences with the Debtors’ management and other advisors regarding the same; and
- (ii) advising the Debtors and the Debtors’ other advisors regarding the preparation of the Schedules and Statements in conformity with the Bankruptcy Code and other applicable laws.

(s) Tax Issues [Matter No. 22]

Total Fees: \$7,787.00
Total Hours: 8.30

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting research and analysis regarding tax and custom matters, corresponding with governmental authorities regarding same, and generally advising the Debtors in connection with tax issues relating to the Debtors’ operations and post-petition financing.

(t) Travel [Matter No. 23]

Total Fees: \$101,275.00
Total Hours: 111.10

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to traveling in connection with their representation of the Debtors. The amounts presented for review and the request for payment in the Fee Application reflect a

reduction of one half the charges for travel time.

(u) **U.S. Trustee Issues [Matter No. 24]**

Total Fees: \$17,375.00

Total Hours: 17.30

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to the following issues:

- (i) attending the Committee formation meeting;
- (ii) attending the initial Debtor interview;
- (iii) preparing for the section 341 meeting; and
- (iv) conducting discussions and corresponding with the U.S. Trustee to resolve various questions and issues throughout the case.

(v) **Utilities [Matter No. 25]**

Total Fees: \$43,355.00

Total Hours: 51.00

53. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to utility issues arising in connection with filing these chapter 11 cases, including corresponding with various utility providers regarding adequate protection related to the *Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Authorizing Fee Payments to NUS Consulting Group for Services Performed, and (V) Granting Related Relief* [Docket No. 155].

Actual and Necessary Expenses Incurred by K&E

54. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$168,469.87 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer

research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

55. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

56. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 200 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

57. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate and tax groups were heavily involved with K&E's representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

58. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet

deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

59. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

60. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Fee Period, K&E voluntarily reduced its fees by \$101,311.00 and expenses by \$8,032.40. Consequently, K&E does not seek

payment of such fees or reimbursement of such expenses in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

61. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and . . .
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

62. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that

it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

63. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$595.00 to \$1,585.00. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

64. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

65. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the

Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

66. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

67. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Debtors have provided notice of this Fee Application to: (a) the U.S. Trustee; (b) the entities on the Master Service List (as defined in the Case Management Order); and (c) the Application Recipients (as defined in the Interim Compensation Order) (collectively, the “Notice Parties”). Pursuant to the Interim Compensation Order, any party, other than the Notice Parties, that wishes to object to the Fee Application, must file its objection with the Court, with a copy to Chambers and serve it on the affected professional and the Notice Parties so that it is actually received on or before December 9, 2019 at 4:00 p.m. (prevailing Eastern Standard Time).

No Prior Request

68. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$2,954,099.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$168,469.87; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses to the extent unpaid; and (c) granting such other relief as is appropriate under the circumstances.

Dated: November 18, 2019
New York, New York

/s/ Joshua A. Sussberg
Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

-and-

Chad J. Husnick, P.C.
W. Benjamin Winger (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

*Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Sussberg Declaration

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

BARNEYS NEW YORK, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-36300 (CGM)
)
) (Jointly Administered)
)

**DECLARATION OF JOSHUA A. SUSSBERG
IN SUPPORT OF THE INTERIM FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
PERIOD OF AUGUST 6, 2019 THROUGH AND INCLUDING SEPTEMBER 30, 2019**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, “K&E”).² I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the “Fee Application”). To the best of my knowledge, information and belief,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (1818); Barney’s Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 660 Madison Avenue, New York, New York 10065.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rule 2016-1.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) the total fees sought do not exceed the fees budgeted in the budget and staffing plan;
- d) K&E did not increase hourly rates from those disclosed in the Retention Application during the Fee Period;
- e) K&E is seeking compensation with respect to the approximately 45.10 hours and \$33,511.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices³;
- f) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- g) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules; and
- h) All services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

[Remainder of Page Intentionally Left Blank]

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 18, 2019

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

BARNEYS NEW YORK, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-36300 (CMG)
)

) (Jointly Administered)
)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Mohsin Y. Meghji, Chief Restructuring Officer of Barneys New York, Inc. (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (1818); Barney’s Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 575 Fifth Avenue, New York, New York 10017.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

“Meghji Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.

3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

5. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition advance payment retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the

Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. Kirkland shall not withdraw as Debtors' counsel before the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

10. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

12. To the extent the Application, the Sussberg Declaration, the Meghji Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

13. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

No Objection: 9/17/2019

/s/ Alicia M. Leonhard
Alicia M. Leonhard
Trial Attorney, UST, SDNY

Dated: September 19, 2019
Poughkeepsie, New York



/s/ Cecelia G. Morris
Hon. Cecelia G. Morris
Chief U.S. Bankruptcy Judge

EXHIBIT 1

Engagement Letter

(The Engagement Letter is included as **Exhibit C** to this Fee Application)

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

December 21, 2018

Barney's New York, Inc.
Barney's, Inc.
575 Fifth Avenue, 11th Floor
New York, NY 10017
Attn: Daniella Vitale, CEO

Re: Retention to Provide Legal Services

Dear Ms. Vitale:

We are very pleased that you have asked us to represent Barney's New York, Inc., Barney's, Inc. and only those subsidiaries listed in the addendum hereto, as the same may be supplemented from time to time (collectively, "Client") in connection with a potential restructuring. Please note, the Firm's representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this "Agreement") sets forth the terms of Client's retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the "Firm")) to provide legal services and constitutes an agreement between the Firm and Client (the "Parties"). This Agreement sets forth the Parties' entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the "Engagement"), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client's planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

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Expenses. Expenses related to providing services shall be included in the Firm's statements as disbursements advanced by the Firm on Client's behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$200,000.00. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client

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has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

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The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm may be retained or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in

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any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: _____

Printed Name: Joshua A. Sussberg

Title: Partner

Agreed and accepted this ____ day of December, 2018


Barney's New York, Inc.

and Barney's, Inc.

By: _____

Name: _____

Title: _____


SANDRA EISI
EVP + CFO

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2018

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ **Black and White Copy or Print (all sizes of paper):**
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ **Color Copy or Print (all sizes of paper):**
 - \$0.55 per impression
 - ▶ **Scanned Images:**
 - \$0.16 per page for black and white or color scans
 - ▶ **Other Services:**
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$4.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$4.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan

**(For Matter Categories for the Period Beginning on August 6, 2019 and Ending on
September 30, 2019)**

Budget

Matter Number	Project Category Description	Hours Budgeted	Total Compensation Budgeted
Bankruptcy Preparation			
23	Travel	185-266	\$180,000.00-\$260,000.00
Bankruptcy Proceedings			
3	Chapter 11 Filing	300-431	\$240,000.00-\$345,000.00
8	Case Administration	295-424	\$270,000.00-\$390,000.00
12	Creditor and Stakeholder Communications	150-216	\$120,000.00-\$175,000.00
13	Creditors' Committee Issues	130-187	\$120,000.00-\$175,000.00
19	K&E Retention & Fee Applications	310-446	\$270,000.00-\$390,000.00
20	Non-K&E Retention & Fee Applications	100-144	\$90,000.00-\$130,000.00
21	SOFAs and Schedules	100-144	\$90,000.00-\$130,000.00
24	U.S. Trustee Issues	130-187	\$120,000.00-\$175,000.00
Operational Issues			
7	Business Operations and Vendor Issues	235-338	\$210,000.00-\$300,000.00
9	DIP Financing, Debt Finance Issues	695-999	\$690,000.00-\$990,000.00
11	Corporate and Securities Issues	100-144	\$100,118.00-\$145,000.00
15	Employee Issues	125-180	\$60,000.00-\$85,000.00
18	Insurance and Surety Matters	75-108	\$60,000.00-\$85,000.00
22	Tax Issues	90-129	\$90,000.00-\$130,000.00
25	Utilities	75-108	\$60,000.00-\$85,000.00
Adversarial Matters			
4	Adversary Proceedings & Contested Matters	210-302	\$180,000.00-\$260,000.00
6	Automatic Stay Issues	65-93	\$60,000.00-\$85,000.00
10	Claims Administration and Objections	70-101	\$60,000.00-\$85,000.00
17	Hearings	115-165	\$90,000.00-\$130,000.00
Asset-Related Issues			
5	Asset Sales and Disposition	1,310 -1,883	\$1,230,000.00-\$1,770,000.00
16	Executory Contracts and Unexpired Leases	250-359	\$210,000.00-\$300,000.00
Totals		6520-10,579	\$5,980,118.00-\$8,605,000.00

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Average Hourly Rate¹
Partner	15	\$1332
Counsel	1	\$658
Associate	17	\$877
Legal Assistant	8	\$334
Project Assistant	3	\$360
Total Attorney	33	\$1077
Total Non-Attorney	11	\$341
Total	44	\$920

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on October 1, 2018 and ending on September 30, 2019 (the “Comparable Period”) was, in the aggregate, approximately **\$909.03** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$862.76** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partners	\$1,243.57	\$1,253.21
Of Counsel	\$1,315.00	\$974.67
Associates	\$850.14	\$786.11
Visiting Attorney		\$558.36
Law Clerk		\$336.09
Paralegal	\$404.52	\$360.59
Junior Paralegal	\$265.00	\$234.20
Support Staff	\$316.51	\$83.65
Attorneys & Paraprofessionals	\$862.76	\$909.03

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Richard U. S. Howell	Partner	Litigation - General	2006	\$51,272.00	44.20	N/A	\$1,160.00	\$1,160.00	\$51,272.00
Chad J. Husnick, P.C.	Partner	Restructuring	2004	\$210,888.00	139.20	N/A	\$1,515.00	\$1,515.00	\$210,888.00
Melissa J. Hutson, P.C.	Partner	Corporate - Debt Finance	2003	\$81,421.50	52.70	N/A	\$1,545.00	\$1,545.00	\$81,421.50
Matthew Lovell, P.C.	Partner	Technology & IP Transactions	2002	\$647.50	0.50	N/A	\$1,295.00	\$1,295.00	\$647.50
James H. Mutchnik, P.C.	Partner	Litigation - General	1989	\$3,170.00	2.00	N/A	\$1,585.00	\$1,585.00	\$3,170.00
Claudia Ray	Partner	IP Litigation	1993	\$1,618.50	1.30	N/A	\$1,245.00	\$1,245.00	\$1,618.50
Edward O. Sassower, P.C.	Partner	Restructuring	2000	\$1,565.00	1.00	N/A	\$1,565.00	\$1,565.00	\$1,565.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$69,955.50	44.70	N/A	\$1,565.00	\$1,565.00	\$69,955.50
Matthew Colman	Partner	Technology & IP Transactions	2009	\$654.00	0.60	N/A	\$1,090.00	\$1,090.00	\$654.00
Yates French	Partner	Litigation - General	2008	\$224,336.00	200.30	N/A	\$1,120.00	\$1,120.00	\$224,336.00
Susan D. Golden	Partner	Restructuring	1988	\$69,462.00	61.20	N/A	\$1,135.00	\$1,135.00	\$69,462.00
Erik Hepler	Partner	Corporate - Debt Finance	1990	\$819.00	0.60	N/A	\$1,365.00	\$1,365.00	\$819.00
R.D. Kohut	Partner	Labor & Employment	2004	\$8,960.00	8.00	N/A	\$1,120.00	\$1,120.00	\$8,960.00
Dilen Kumar	Partner	Corporate - M&A/Private Equity	2009	\$1,762.50	1.50	N/A	\$1,175.00	\$1,175.00	\$1,762.50
Rohit Nafday	Partner	Executive Compensation	2011	\$27,027.00	23.40	N/A	\$1,155.00	\$1,155.00	\$27,027.00
Anthony Vincenzo Sexton	Partner	Taxation	2011	\$3,792.00	3.20	N/A	\$1,185.00	\$1,185.00	\$3,792.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$7,780.50	6.30	N/A	\$1,235.00	\$1,235.00	\$7,780.50
W. Benjamin Winger	Partner	Restructuring	2010	\$319,389.00	281.40	N/A	\$1,135.00	\$1,135.00	\$319,389.00
Jack N. Bernstein	Of Counsel	Employee Benefits	1995	\$2,630.00	2.00	N/A	\$1,315.00	\$1,315.00	\$2,630.00

Mark Adler	Associate	Corporate - Debt Finance	2014	\$102,787.00	94.30	N/A	\$1,090.00	\$1,090.00	\$102,787.00
Rebecca Blake Chaikin	Associate	Restructuring	2015	\$134,491.50	128.70	N/A	\$1,045.00	\$1,045.00	\$134,491.50
Pratik K. Ghosh	Associate	Litigation - General	2017	\$88,563.00	111.40	N/A	\$795.00	\$795.00	\$88,563.00
Gene S. Goldmintz	Associate	Restructuring	2016	\$68,655.00	69.00	N/A	\$995.00	\$995.00	\$68,655.00
Russell L. Gray	Associate	Corporate - M&A/Private Equity	2015	\$1,492.50	1.50	N/A	\$995.00	\$995.00	\$1,492.50
Nitzan Halperin	Associate	Restructuring	2019	\$62,110.50	88.10	N/A	\$705.00	\$705.00	\$62,110.50
Paul Stephens Hendrickson	Associate	Taxation	2014	\$3,196.00	3.40	N/A	\$940.00	\$940.00	\$3,196.00
Tatum Ji	Associate	Labor & Employment	2015	\$8,159.00	8.20	N/A	\$995.00	\$995.00	\$8,159.00
Emily K.S. Kehoe	Associate	Restructuring	2014	\$376,464.00	409.20	N/A	\$920.00	\$920.00	\$376,464.00
Thomas Koester	Associate	Corporate - Debt Finance	2017	\$6,624.00	7.20	N/A	\$920.00	\$920.00	\$6,624.00
Nir Levin	Associate	Restructuring		\$20,765.50	34.90	N/A	\$595.00	\$595.00	\$20,765.50
Tiffany T. Mason	Associate	Corporate - General	2016	\$493.50	0.70	N/A	\$705.00	\$705.00	\$493.50
Alex McCammon	Associate	Restructuring	2018	\$6,440.00	8.00	N/A	\$805.00	\$805.00	\$6,440.00
Kevin Scott McClelland	Associate	Restructuring	2016	\$162,104.00	176.20	N/A	\$920.00	\$920.00	\$162,104.00
Casey James McGushin	Associate	Litigation - General	2014	\$12,915.00	12.60	N/A	\$1,025.00	\$1,025.00	\$12,915.00
Robert McLellarn	Associate	Restructuring	2014	\$88,412.00	96.10	N/A	\$920.00	\$920.00	\$88,412.00
Annemarie Mierzejewski	Associate	Executive Compensation	2018	\$1,974.00	2.80	N/A	\$705.00	\$705.00	\$1,974.00
Kimberly Pageau	Associate	Restructuring	2017	\$219,114.00	310.80	N/A	\$705.00	\$705.00	\$219,114.00
Madeleine C. Parish	Associate	Restructuring	2019	\$73,013.50	90.70	N/A	\$805.00	\$805.00	\$73,013.50
Miriam A. Peguero Medrano	Associate	Restructuring	2019	\$77,973.00	110.60	N/A	\$705.00	\$705.00	\$77,973.00
Andrew Polansky	Associate	Restructuring	2018	\$84,811.50	120.30	N/A	\$705.00	\$705.00	\$84,811.50
Tricia Lynn Schwallier	Associate	Restructuring	2015	\$920.00	1.00	N/A	\$920.00	\$920.00	\$920.00
Melissa M. Soares	Associate	Labor & Employment	2016	\$3,097.50	3.50	N/A	\$885.00	\$885.00	\$3,097.50
Daryl L. Steiger	Associate	Corporate - Debt Finance	2017	\$31,740.00	34.50	N/A	\$920.00	\$920.00	\$31,740.00

Marc Weinstein	Associate	Corporate - General	2018	44,830.00	6.00	N/A	\$805.00	\$805.00	\$4,830.00
Simon James Wood	Associate	Restructuring		\$1,487.50	2.50	N/A	\$595.00	\$595.00	\$1,487.50

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Anthony Abate	Paralegal	Restructuring	N/A	\$162.50	0.50	N/A	\$325.00	\$325.00	\$162.50
Ryan Besaw	Paralegal	Restructuring	N/A	\$4,972.50	15.30	N/A	\$325.00	\$325.00	\$4,972.50
Julia R. Foster	Paralegal	Restructuring	N/A	\$227.50	0.70	N/A	\$325.00	\$325.00	\$227.50
Hannah Kupsky	Paralegal	Restructuring	N/A	\$11,440.00	35.20	N/A	\$325.00	\$325.00	\$11,440.00
Amanda Mitchell	Paralegal	Litigation - General	N/A	\$1,404.00	3.90	N/A	\$360.00	\$360.00	\$1,404.00
Carrie Therese Oppenheim	Paralegal	Restructuring	N/A	\$1,720.00	4.00	N/A	\$430.00	\$430.00	\$1,720.00
Robert Orren	Paralegal	Restructuring	N/A	\$27,821.00	64.70	N/A	\$430.00	\$430.00	\$27,821.00
Laura Saal	Paralegal	Restructuring	N/A	\$93,482.00	217.40	N/A	\$430.00	\$430.00	\$93,482.00
Logan Taylor Wiggins	Paralegal	Litigation - General	N/A	\$24,300.00	67.50	N/A	\$360.00	\$360.00	\$24,300.00
Katie Kane	Junior Paralegal	Restructuring	N/A	\$14,972.50	56.50	N/A	\$265.00	\$265.00	\$14,972.50
Alec Klimowicz	Junior Paralegal	Litigation - General	N/A	\$636.00	2.40	N/A	\$265.00	\$265.00	\$636.00
Michele Manzo	Junior Paralegal	Restructuring	N/A	\$318.00	1.20	N/A	\$265.00	\$265.00	\$318.00
Leo Rosenberg	Junior Paralegal	Restructuring	N/A	\$21,147.00	79.80	N/A	\$265.00	\$265.00	\$21,147.00
Lib Expert Witness Research	Support Staff	Administrative Mgt - Office	N/A	\$720.00	2.00	N/A	\$360.00	\$360.00	\$720.00
Library Factual Research	Support Staff	Administrative Mgt - Office	N/A	\$324.00	0.90	N/A	\$360.00	\$360.00	\$324.00
Alli Beckett	Support Staff	Conflicts Analysis	N/A	\$1,180.00	4.00	N/A	\$295.00	\$295.00	\$1,180.00
Michael Y. Chan	Support Staff	Conflicts Analysis	N/A	\$3,315.00	13.00	N/A	\$255.00	\$255.00	\$3,315.00
Eric Nyberg	Support Staff	Conflicts Analysis	N/A	\$4,590.00	18.00	N/A	\$255.00	\$255.00	\$4,590.00
Kenneth Sampson	Support Staff	Conflicts Analysis	N/A	\$950.00	2.50	N/A	\$380.00	\$380.00	\$950.00
Toni M. Anderson	Support Staff	Litigation - General	N/A	\$532.00	1.40	N/A	\$380.00	\$380.00	\$532.00
Megan Buenviaje	Support Staff	Litigation - General	N/A	\$3,914.00	10.30	N/A	\$380.00	\$380.00	\$3,914.00
Roman Bielski	Support Staff	Litigation - General	N/A	\$4,500.00	12.00	N/A	\$375.00	\$375.00	\$4,500.00
Josh Urban	Support Staff	Litigation - General	N/A	\$1,687.50	4.50	N/A	\$375.00	\$375.00	\$1,687.50

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$914.94
Standard Copies or Prints			\$6,391.10
Color Copies or Prints			\$15,765.75
Scanned Images			\$0.10
Postage			\$1.45
Outside Messenger Services			\$57.20
Local Transportation			\$5,482.97
Travel Expense			\$17,676.31
Airfare			\$17,702.72
Transportation to/from airport			\$9,667.07
Travel Meals			\$3,663.97
Other Travel Expenses			\$19,913.96
Court Reporter Fee/Deposition			\$6,618.89
Filing Fees			\$44,556.58
Calendar/Court Services			\$50.00
Outside Printing Services			\$8,803.24
Computer Database Research			\$1,468.60
Westlaw Research			\$1,290.04
Overtime Transportation			\$582.52
Overtime Meals - Attorney			\$157.71
Rental Expenses			\$7,166.37
Miscellaneous Office Expenses			\$70.00
Overnight Delivery - Hard			\$115.28
Computer Database Research - Soft			\$353.10
Third Party Telephone Charges			\$914.94
Standard Copies or Prints			\$6,391.10
Color Copies or Prints			\$15,765.75
Scanned Images			\$0.10
Totals			\$168,469.87

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Project Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
Bankruptcy Preparation							
23	Travel	185-266	111.10	\$180,000.00-\$260,000.00	\$101,275.00	-	\$101,275.00
26	Expenses					\$168,469.87	\$168,469.87
Bankruptcy Proceedings							
3	Chapter 11 Filing	300-431	181.10	\$240,000.00-\$345,000.00	\$114,397.50	-	\$114,397.50
8	Case Administration	295-424	126.30	\$270,000.00-\$390,000.00	\$77,220.50	-	\$77,220.50
12	Creditor and Stakeholder Communications	150-216	15.50	\$120,000.00-\$175,000.00	\$14,190.00	-	\$14,190.00
13	Creditors’ Committee Issues	130-187	48.60	\$120,000.00-\$175,000.00	\$46,571.50	-	\$46,571.50
19	K&E Retention & Fee Applications	310-446	206.80	\$270,000.00-\$390,000.00	\$151,526.00	-	\$151,526.00
20	Non-K&E Retention & Fee Applications	100-144	94.20	\$90,000.00-\$130,000.00	\$69,314.00	-	\$69,314.00
21	SOFAs and Schedules	100-144	119.80	\$90,000.00-\$130,000.00	\$107,555.50	-	\$107,555.50
24	U.S. Trustee Issues	130-187	17.30	\$120,000.00-\$175,000.00	\$17,375.00	-	\$17,375.00
Operational Issues							
7	Business Operations and Vendor Issues	235-338	280.50	\$210,000.00-\$300,000.00	\$237,535.50	-	\$237,535.50
9	DIP Financing, Debt Finance Issues	695-999	617.00	\$690,000.00-\$990,000.00	\$634,341.50	-	\$634,341.50
11	Corporate and Securities Issues	100-144	5.50	\$100,118.00-\$145,000.00	\$7,615.00	-	\$7,615.00
15	Employee Issues	125-180	472.70	\$60,000.00-\$85,000.00	\$419,623.00	-	\$419,623.00
18	Insurance and Surety Matters	75-108	8.90	\$60,000.00-\$85,000.00	\$9,872.50	-	\$9,872.50
22	Tax Issues	90-129	8.30	\$90,000.00-\$130,000.00	\$7,787.00	-	\$7,787.00
25	Utilities	75-108	51.00	\$60,000.00-\$85,000.00	\$43,355.00	-	\$43,355.00
Adversarial Matters							
4	Adversary Proceedings & Contested Matters	210-302	417.70	\$180,000.00-\$260,000.00	\$381,182.50	-	\$381,182.50
6	Automatic Stay Issues	65-93	43.80	\$60,000.00-\$85,000.00	\$38,030.00	-	\$38,030.00
10	Claims Administration and Objections	70-101	41.00	\$60,000.00-\$85,000.00	\$33,880.00	-	\$33,880.00
17	Hearings	115-165	356.30	\$90,000.00-\$130,000.00	\$253,052.50	-	\$253,052.50
Asset-Related Issues							
5	Asset Sales and Disposition	1,310 -1,883	161.60	\$1,230,000.00-\$1,770,000.00	\$158,024.00	-	\$158,024.00
16	Executory Contracts and Unexpired Leases	250-359	39.00	\$210,000.00-\$300,000.00	\$30,375.50	-	\$30,375.50
Totals		6520-10,579	3,424.00	\$5,980,118.00-\$8,605,000.00	\$2,954,099.00	\$168,469.87	\$3,122,568.87

Exhibit I

Detailed Description of Services Provided

Page 74 of 365
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018176
Client Matter: 13699-3

In the Matter of Chapter 11 Filing

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 114,397.50

Total legal services rendered

\$ 114,397.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	9.10	325.00	2,957.50
Roman Bielski	12.00	375.00	4,500.00
Pratik K. Ghosh	1.00	795.00	795.00
Susan D. Golden	0.30	1,135.00	340.50
Gene S. Goldmintz	13.30	995.00	13,233.50
Katie Kane	10.80	265.00	2,862.00
Hannah Kupsky	19.50	325.00	6,337.50
Kevin Scott McClelland	12.40	920.00	11,408.00
Carrie Therese Oppenheim	3.20	430.00	1,376.00
Robert Orren	20.70	430.00	8,901.00
Kimberly Pageau	22.30	705.00	15,721.50
Madeleine C. Parish	18.30	805.00	14,731.50
Leo Rosenberg	0.50	265.00	132.50
Laura Saal	22.70	430.00	9,761.00
Anthony Vincenzo Sexton	0.30	1,185.00	355.50
Josh Sussberg, P.C.	10.00	1,565.00	15,650.00
W. Benjamin Winger	4.70	1,135.00	5,334.50
TOTALS	181.10		\$ 114,397.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Ryan Besaw	8.80	Assist with case filing and proposed order submission (5.9); review, revise first day pleadings (1.6); correspond with K&E team re same (.4); correspond with K&E team re first day hearing (.9).
08/06/19	Roman Bielski	12.00	Prepare and coordinate technology for first day hearing (4.2); provide technology setup in Poughkeepsie bankruptcy court (3.9); provide technology support during first day hearing (3.9).
08/06/19	Pratik K. Ghosh	1.00	Review and analyze Mohsin Meghji direct examination outline (.2); telephone conference with Mohsin Meghji re first day hearing direct examination preparation (.6); correspond with Y. French re same (.2).
08/06/19	Gene S. Goldmintz	11.50	Review, revise first day motions, orders, administrative documents for filing (8.5); coordinate filing of same (1.4); review, revise first day presentation (.6); correspond with K&E team, Stretto re filing (1.0).
08/06/19	Katie Kane	10.00	Prepare for and attend first day hearing.
08/06/19	Hannah Kupsky	19.00	Assist with chapter 11 filing (3.9); prepare for first day hearing (3.9); prepare orders for submission to chambers (2.1); prepare redlines for chambers re same (2.4); revise orders of first day motions (2.1); prepare binders for first day hearing (3.1); file DIP motion (.5); file pro hoc motions (1.0).
08/06/19	Carrie Therese Oppenheim	3.20	Prepare first day declaration and pleadings for filing (.7); finalize, file same (.5); correspond with K&E team re hearing preparations and recently filed pleadings (1.1); review, finalize hearing agenda and notice of commencement (.6); file same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Robert Orren	20.20	File voluntary petitions and first day pleadings (8.0); prepare materials for first day hearing (2.5); attend hearing telephonically (2.0); revise first day orders (2.0); prepare same for submission and uploading (2.0); draft notices of filing revised proposed orders (1.7); correspond with K&E team re same (2.0).
08/06/19	Kimberly Pageau	22.30	Review and revise first day pleadings and file re same (8.9); review and revise first day presentation (3.9); prepare for and attend first day hearing (6.5); review and revise interim orders (3).
08/06/19	Madeleine C. Parish	18.30	Assist with Chapter 11 filing (8.0); prepare for and attend first day hearing (5.3); revise orders per first day hearing (5.0).
08/06/19	Laura Saal	20.50	Review and revise and compile filing versions of first day pleadings (4.1); prepare copies of all first day pleadings (2.1); prepare binders of first day pleadings and petitions (3.9); electronic filing of pro hoc for B. Winger (.3); upload order re same (.3); prepare copies of first day presentation (.7); organize hearing materials (1.1); attend hearing (8.0).
08/06/19	Anthony Vincenzo Sexton	0.30	Review and revise credit agreement (.2); correspond with K&E team re same (.1).
08/06/19	Josh Sussberg, P.C.	10.00	Prepare for first day hearing and revise presentation re same (3.1); telephone conference re DIP and status and Brigade (1.9); telephone conference with parties re same (2.0); attend first day hearing (3.0).
08/06/19	W. Benjamin Winger	4.70	Review, revise first day pleadings (2.4); research, analyze diligence materials, precedent re same (1.7); correspond with K&E team re filing of same (.4); telephone conferences with G. Goldmintz, K&E team re same (.2).
08/07/19	Ryan Besaw	0.30	Research, distribute omnibus motion to shorten precedent.
08/07/19	Susan D. Golden	0.30	Telephone conferences with F. Fredericks re first day orders.
08/07/19	Gene S. Goldmintz	1.80	Correspond with K&E team re first day orders.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Hannah Kupsky	0.50	Prepare zip re filed interim orders and circulate to team (.4); correspond with K&E team re first day hearing transcript (.1).
08/07/19	Robert Orren	0.50	Submit customer program order for Judge's approval (.3); correspond with S. Golden re same (.2).
08/07/19	Leo Rosenberg	0.50	Research precedent re omnibus motions.
08/08/19	Katie Kane	0.80	Prepare CourtSolutions lines for upcoming hearings and correspond re opening lines (.4); draft shell re budget memorandum (.4).
08/08/19	Laura Saal	0.60	Compile petitions and distribute same to T. Passaretti (.4); correspond with B. Winger re same (.2).
08/09/19	Laura Saal	1.60	Correspond with K&E team re service of pleadings with Stretto (.4); correspond with G. Goldmintz re same (.2); prepare PDF versions of orders to shorten notice (.6); prepare same for entry on the docket (.4).
08/23/19	Kevin Scott McClelland	0.60	Review and revise notice of commencement.
08/26/19	Kevin Scott McClelland	2.30	Correspond with K&E team re first day pleading issues (1.2); analyze issues re same (1.1).
08/28/19	Kevin Scott McClelland	3.90	Correspond with K&E team re first day pleading issues (1.5); analyze issues re same (2.4).
08/29/19	Kevin Scott McClelland	4.20	Correspond with multiple parties re first day pleading issues (1.8); analyze issues re same (2.4).
08/30/19	Kevin Scott McClelland	1.40	Correspond with K&E team re first day pleading issues (.8); analyze issues re same (.6).
Total		181.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018175

Client Matter: 13699-4

In the Matter of Adversary Proceedings & Contested Matter

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 269,827.00

Total legal services rendered

\$ 269,827.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Toni M. Anderson	1.00	380.00	380.00
Megan Buenviaje	10.30	380.00	3,914.00
Yates French	107.80	1,120.00	120,736.00
Pratik K. Ghosh	78.20	795.00	62,169.00
Susan D. Golden	0.20	1,135.00	227.00
Nitzan Halperin	1.10	705.00	775.50
Richard U. S. Howell	32.30	1,160.00	37,468.00
Emily K.S. Kehoe	8.00	920.00	7,360.00
Alec Klimowicz	1.20	265.00	318.00
Lib Expert Witness Research	2.00	360.00	720.00
Kevin Scott McClelland	8.70	920.00	8,004.00
Amanda Mitchell	3.30	360.00	1,188.00
Carrie Therese Oppenheim	0.30	430.00	129.00
Kimberly Pageau	5.10	705.00	3,595.50
Andrew Polansky	9.70	705.00	6,838.50
Josh Urban	0.50	375.00	187.50
Logan Taylor Wiggins	37.00	360.00	13,320.00
W. Benjamin Winger	2.20	1,135.00	2,497.00
TOTALS	308.90		\$ 269,827.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	Yates French	0.50	Telephone conference with M. Galitz re litigation matters.
08/09/19	Yates French	2.00	Review and revise draft motions (1.5); telephone conference with M. Galitz (.5).
08/09/19	Richard U. S. Howell	0.50	Telephone conference with K&E team re multiple potential litigation issues (.2); prepare and review correspondence re same (.3).
08/12/19	Pratik K. Ghosh	5.90	Draft adversary complaint re vendor dispute (3.6); review and analyze related agreements and prior filings re same (1.5); research and analyze relevant case and statutory law re same (.8).
08/12/19	Pratik K. Ghosh	4.20	Telephone conference with Y. French re proposed adversary proceeding (.2); correspond with L. Saal re same (.1); review and analyze related agreements, correspondence, and legal analysis of issues re same (3.9).
08/12/19	Richard U. S. Howell	0.60	Review correspondence re open litigation and restructuring issues.
08/13/19	Yates French	1.00	Review and revise draft board minutes.
08/13/19	Pratik K. Ghosh	7.90	Draft adversary complaint re vendor dispute (3.8); review and analyze related agreements and prior filings re same (2.9); research and analyze relevant case and statutory law re same (1.2).
08/14/19	Yates French	4.00	Draft adversary complaint.
08/14/19	Pratik K. Ghosh	6.90	Review and revise adversary complaint re vendor dispute (3.9); review and analyze related agreements and prior filings re same (2.3); research and analyze relevant case and statutory law re same (.7).
08/15/19	Yates French	1.00	Review and revise draft adversary complaint.
08/15/19	Pratik K. Ghosh	3.20	Research and analyze procedural issues re remedies for violations of the automatic stay (2.6); correspond with Y. French re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/15/19	Pratik K. Ghosh	4.40	Review and revise adversary complaint re vendor dispute (3.9); review and analyze related agreements and prior filings re same (.5).
08/16/19	Pratik K. Ghosh	5.40	Review and analyze materials re litigation hold issues (1.3); research and analyze caselaw re same (2.0); draft notices re same (2.1).
08/16/19	Pratik K. Ghosh	2.80	Draft analysis re response letter by Goyard counsel to adversary complaint (.8); review and analyze adversary complaint and relevant documents re same (1.0); research and analyze relevant case law re same (1.0).
08/18/19	Pratik K. Ghosh	1.00	Review and analyze materials re litigation hold issues (.2); research and analyze caselaw re same (.3); draft notices re same (.5).
08/19/19	Yates French	8.00	Research re adversary claim (3.9); draft TRO papers re adversary claim (4.1).
08/19/19	Pratik K. Ghosh	0.50	Telephone conference with R. Howell and Y. French re vendor TRO (.3); review and analyze related correspondence re same (.2).
08/19/19	Pratik K. Ghosh	1.50	Research and analyze procedural legal issues re TRO relief contained within an adversary complaint (1.0); review, analyze findings re same (.5).
08/19/19	Pratik K. Ghosh	4.50	Research and analyze legal issues re TRO application for vendor dispute (3.5); draft outline for TRO motion re same (1.0).
08/19/19	Susan D. Golden	0.20	Telephone conference with Y. French re vendor dispute.
08/19/19	Richard U. S. Howell	1.30	Prepare and review correspondence re potential preliminary injunction of TRO (.6); review precedent re same (.5); telephone conference to discuss same (.2).
08/20/19	Richard U. S. Howell	0.70	Prepare and review correspondence re potential dispute with vendors and other potential litigation issues.
08/22/19	Yates French	12.50	Prepare production of documents (3.2); correspond with K&E team re discovery of DIP objection (3.1); prepare for upcoming deposition (3.1); telephone conference with R. Howell re same (3.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/19	Pratik K. Ghosh	1.10	Conference with R. Howell and Y. French re contested DIP Financing hearing (.6); review and analyze relevant documents and correspondence re: same (.5).
08/22/19	Richard U. S. Howell	2.50	Prepare and review re potential objection to and litigation related to final DIP hearing (1.2); review draft documents re same (.5); telephone conferences with K&E team re same (.8).
08/22/19	Carrie Therese Oppenheim	0.30	Research re re deposition transcripts and declarations in retail chapter 11 matters.
08/23/19	Megan Buenviaje	2.30	Correspond with K&E team re email collection (1.1); draft correspondence re internal emails for attorney review (1.2).
08/23/19	Yates French	11.20	Correspond with K&E team re production of documents (2.9); correspond with K&E team re discovery for DIP objection (3.9); prepare for upcoming deposition (3.9); telephone conference with J. Morris re same (.5).
08/23/19	Pratik K. Ghosh	1.80	Correspond with Creditors' Committee counsel and Brigade counsel re Creditors' Committee's DIP financing objection (1.0); draft key points and correspond with R. Howell and Y. French re same (.3); correspond with Creditors' Committee counsel re DIP dispute discovery (.5).
08/23/19	Pratik K. Ghosh	1.50	Review and analyze key documents and prior filings re Creditors' Committee DIP financing objection.
08/23/19	Richard U. S. Howell	2.20	Review correspondence and other materials in preparation for depositions related to final DIP hearing (1.5); telephone conference with K&E team re same (.3); prepare and review correspondence re discovery issues for final DIP hearing (.4).
08/23/19	Lib Expert Witness Research	2.00	Research to provide information re expert of Alix Partners.
08/23/19	Amanda Mitchell	0.80	Correspond with K&E team re database (.3); correspond with K&E team re preparation of document review and production (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/19	Logan Taylor Wiggins	1.00	Review production of documents in response to Committee request (.5); prepare logistics for upcoming depositions (.2); telephone conference with Y. French re depositions and document production (.3).
08/24/19	Megan Buenviaje	1.00	Review and analyze production set (.6); prepare memorandum to case team re same (.4).
08/24/19	Yates French	4.00	Office and telephone conference with committee re discovery requests (1.9); correspond with K&E team re document production (1.1); prepare for deposition (1.0).
08/24/19	Pratik K. Ghosh	3.80	Review and analyze documents in preparation for production re Creditors' Committee DIP Financing Objection.
08/24/19	Richard U. S. Howell	0.80	Review materials in preparation for deposition of S. Burian (.5); correspond with K&E team re open discovery issues in advance of final DIP hearing (.3).
08/24/19	Logan Taylor Wiggins	3.00	Review and finalize production of documents in response to Committee request (1.5); prepare logistics for upcoming depositions (.5); telephone conference with Y. French re depositions and document production (.5); draft notice of taking deposition of H. Etlin (.5).
08/25/19	Megan Buenviaje	1.50	Prepare production set for attorney review and delivery to outside counsel.
08/25/19	Yates French	4.00	Correspond with K&E team re document production (2.0); prepare for deposition (2.0).
08/25/19	Pratik K. Ghosh	1.00	Review and analyze documents in preparation for production re Creditors' Committee DIP financing objection.
08/25/19	Andrew Polansky	5.10	Draft DIP reply (3.8); correspond with K. McClelland re same (.3); revise DIP reply (.9); correspond with M-III team re same (.1).
08/26/19	Megan Buenviaje	2.80	Prepare Company files for vendor processing and attorney review (1.1); review and analyze production sets (1.1); prepare production for attorney review and delivery to outside counsel (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/26/19	Yates French	10.00	Office conference and telephone conference with committee re discovery requests (2.3); correspond with K&E team re document production (3.8); prepare for deposition (3.9).
08/26/19	Pratik K. Ghosh	3.50	Review, analyze, and redact documents for production re Creditors' Committee DIP financing objection.
08/26/19	Richard U. S. Howell	2.50	Review materials in preparation for depositions for contested DIP hearing (1.2); telephone conferences with K&E team re same (.5); prepare and review correspondence re same (.8).
08/26/19	Emily K.S. Kehoe	0.50	Correspond with Company, DIP Lenders re Comenity Bank concerns.
08/26/19	Amanda Mitchell	0.80	Telephone conference with attorney team re suggestion of bankruptcy (.3); revise suggestions of bankruptcy (.5).
08/26/19	Logan Taylor Wiggins	8.50	Prepare documents for additional document production (3.5); prepare attorney team for S. Burian deposition preparation meeting (2.0); prepare documents for H. Etlin deposition (1.0); assist K&E team with deposition preparation (1.5); correspond with Y. French re document productions and upcoming depositions (.5).
08/27/19	Megan Buenviaje	2.70	Prepare client files for vendor processing and attorney review (.8); review and analyze production sets (.8); prepare productions for attorney review and delivery to outside counsel (1.1).
08/27/19	Yates French	11.50	Draft witness declaration (3.9); prepare for and attend office conference with expert witness (3.9); review Etlin expert analysis (3.0); review produced documents; prepare for deposition (.7).
08/27/19	Pratik K. Ghosh	4.30	Attend S. Burian deposition preparation session re Creditors' Committee DIP objection (3.8); review and analyze documents to prepare for same (.5).
08/27/19	Pratik K. Ghosh	1.70	Prepare board presentations document production re Creditors' Committee DIP objection (1.5); correspond with litigation team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/27/19	Richard U. S. Howell	7.00	Telephone conferences re depositions of S. Burian and H. Etlin (3.5); review materials re same (2.0); prepare and review correspondence re H. Etlin expert disclosure (.8); review and revise deposition outline for H. Etlin (.7).
08/27/19	Emily K.S. Kehoe	0.50	Attend deposition preparation of Houlihan team.
08/27/19	Logan Taylor Wiggins	8.50	Prepare documents for document production (2.0); prepare attorney team for S. Burian deposition preparation meeting and deposition (1.5); review and revise H. Etlin outline and prepare documents for H. Etlin deposition (3.0); assist K&E team with deposition preparation (1.0); telephone conference with Y. French re document productions and upcoming depositions (1.0).
08/28/19	Yates French	9.00	Prepare for and attend deposition of H. Etlin.
08/28/19	Pratik K. Ghosh	3.70	Attend deposition of Saul Burian (Houlihan) re Creditors' Committee DIP financing objection (3.0); prepare for same (.7).
08/28/19	Richard U. S. Howell	6.50	Prepare for and defend deposition of S. Burian (4.5); correspond with K&E team re same (.7); telephone conference re deposition of S. Burian and H. Etlin (.5); correspond with K&E team re open settlement and litigation issues re contested DIP hearing (.8).
08/28/19	Emily K.S. Kehoe	7.00	Correspond with Chubb Company re insurance and wages order and language re same (1.5); correspond with K&E team re same (1.5); review, revise same (1.0); correspond with Chubb Companies re final DIP Order and comments to same (1.0); review, revise, analyze materials re same (1.0); correspond with Company re same (1.0).
08/28/19	Kevin Scott McClelland	1.10	Review and revise DIP reply (.6); correspond with K&E team re same (.5).
08/28/19	Amanda Mitchell	0.20	Correspond with K&E team re suggestion of bankruptcy.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/19	Logan Taylor Wiggins	14.00	Prepare attorney team for H. Etlin deposition preparation meeting and deposition (5.0); Review and edit H. Etlin outline and prepare documents for H. Etlin deposition (3.0); attend deposition of H. Etlin (3.0); review and revise H. Etlin deposition summary (3.0).
08/29/19	Yates French	7.70	Review DIP materials (2.7); review deposition transcripts (2.9); correspond with Creditors' Committee re discovery requests (2.1).
08/29/19	Pratik K. Ghosh	4.20	Attend deposition of P. Mandarino re Creditors' Committee DIP financing objection (3.0); travel to same (.5); prepare for same (.7).
08/29/19	Pratik K. Ghosh	1.50	Draft summary of P. Mandarino deposition (1.0); review and analyze relevant exhibits (.5).
08/29/19	Richard U. S. Howell	4.40	Review deposition transcript of H. Etlin (1.0); prepare, correspondence re final DIP hearing (1.7); review draft settlement correspondence (.2); review materials in preparation for trial (1.5).
08/29/19	Alec Klimowicz	1.20	Review pending litigation documents and prepare service copies for opposing council.
08/29/19	Amanda Mitchell	1.50	Revise suggestion of bankruptcy in preparation of filing with Court (.8); correspond with managing clerk's office to electronically file same (.5); correspond with K&E team re suggestion of bankruptcy (.2).
08/29/19	Andrew Polansky	4.60	Review, analyze DIP Objection (1.7); revise DIP reply (2.8); correspond with K. McClelland re same (.1).
08/29/19	Josh Urban	0.50	Prepare equipment order, delivery and setup time with courthouse staff and equipment vendor.
08/29/19	Logan Taylor Wiggins	2.00	Review suggestions of Bankruptcy and correspond with A. Mitchell re same (1.0); prepare P. Mandarino deposition (1.0).
08/30/19	Toni M. Anderson	1.00	Prepare client production documents for attorney review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/30/19	Yates French	10.70	Correspond with Creditors' Committee re discovery requests (2.9); review and revise reply brief (3.9); prepare for contested hearing (3.9).
08/30/19	Pratik K. Ghosh	0.70	Draft summary of Perry Mandarino deposition (.5); review and analyze relevant exhibits (.1); correspond with Y. French re same (.1).
08/30/19	Nitzan Halperin	1.10	Telephone conference with K&E team re DIP reply (.2); review Creditors' committee Objection to DIP (.9).
08/30/19	Richard U. S. Howell	1.70	Telephone conferences with K&E team re contested DIP hearing (.5); correspond with K&E team re same (1.2).
08/30/19	Kevin Scott McClelland	2.30	Review and revise DIP reply (1.7); correspond with K&E team re same (.6).
08/30/19	W. Benjamin Winger	2.20	Review, analyze DIP, store closing objections (1.1); research, analyze diligence materials re same (.6); telephone conferences with Y. French, K&E team re same (.5).
08/31/19	Yates French	10.70	Review and revise reply brief (3.9); review deposition transcripts (2.4); draft witness outlines; office and telephone conference with creditors' counsel (2.1); prepare for contested DIP hearing (2.3).
08/31/19	Pratik K. Ghosh	1.20	Review and revise Creditors' Committee DIP objection reply brief (.5); review and analyze relevant deposition transcripts re same (.5); correspond with K&E team re same (.2).
08/31/19	Richard U. S. Howell	1.60	Review materials in preparation for final DIP hearing (1.0); draft outline for witness examination (.6).
08/31/19	Kevin Scott McClelland	5.30	Review and revise DIP reply (4.6); telephone conference with lenders, K&E team re same (.7).
08/31/19	Kimberly Pageau	5.10	Review consulting agreement precedent re DIP reply (3.9); revise DIP reply re U.S. Trustee objection (.9); correspond with K&E team re same (.3).
Total		308.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018174
Client Matter: 13699-5

In the Matter of Asset Sales and Disposition

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 117,880.50

Total legal services rendered

\$ 117,880.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	0.20	325.00	65.00
Pratik K. Ghosh	6.10	795.00	4,849.50
Gene S. Goldmintz	26.80	995.00	26,666.00
Russell L. Gray	1.20	995.00	1,194.00
Chad J. Husnick, P.C.	8.90	1,515.00	13,483.50
Emily K.S. Kehoe	9.80	920.00	9,016.00
Kevin Scott McClelland	8.70	920.00	8,004.00
Robert Orren	3.60	430.00	1,548.00
Kimberly Pageau	13.90	705.00	9,799.50
Madeleine C. Parish	10.30	805.00	8,291.50
Laura Saal	3.20	430.00	1,376.00
Josh Sussberg, P.C.	1.30	1,565.00	2,034.50
W. Benjamin Winger	27.80	1,135.00	31,553.00
TOTALS	121.80		\$ 117,880.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Gene S. Goldmintz	4.50	Revise NDAs (1.5); correspond with Company re same (.7); revise bidding procedures motion, declaration, and procedures (1.2); draft motion to shorten re same (1.1).
08/07/19	Chad J. Husnick, P.C.	1.30	Correspond with J. Sussberg, M. Meghji, S. Burian, D. Vitale re sale process (.6); correspond with B. Winger, S. Levinson re sale procedures motion (.6); telephone conference with J. Feintuch, M. Snyder re NDA (.1).
08/07/19	W. Benjamin Winger	2.90	Review, revise bidding procedures motion (1.7); research, analyze precedent, diligence materials re same (.8); telephone conferences with E. Kehoe, K&E team re same (.4).
08/08/19	Gene S. Goldmintz	6.30	Analyze, comment on NDAs (.8); correspond with Company re same (.5); comment on bidding procedures motion (2.3); draft motion to shorten re same (1.7); analyze materials re same (1.0).
08/08/19	Chad J. Husnick, P.C.	0.40	Correspond and conference with J. Sussberg re sale process and next steps.
08/08/19	Kimberly Pageau	2.80	Review and revise NDA agreements (1.9); correspond with G. Goldmintz, Company, and advisors re same (.9).
08/08/19	Madeleine C. Parish	10.30	Review and revise store closing (6.0); correspond with vendors and landlords (4.3).
08/09/19	Pratik K. Ghosh	5.20	Review and analyze Store Closing Motion draft (1.2); telephone conference with Y. French re same (.1); review and analyze case law cited in same (3.5) draft analysis and correspond with Y. French re same (.4).
08/09/19	Pratik K. Ghosh	0.90	Review and revise Store Closing Motion (.8); telephone conference with Y. French re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/19	Gene S. Goldmintz	8.40	Revise bid procedures motion, bid procedures, and order (2.6); analyze materials re same (.4); analyze DIP milestones re same (.3); incorporate lender comments re same (.6); correspond with K&E team re same (.8); revise motion to shorten re same (3.0); coordinate filing re same (.7).
08/09/19	Chad J. Husnick, P.C.	0.80	Correspond and conference with J. Sussberg re sale process and next steps.
08/09/19	Emily K.S. Kehoe	2.00	Review, revise bidding procedures, motion and order (1.0); correspond with K&E team re same (.5); review, analyze materials re same (.5).
08/09/19	Kimberly Pageau	9.20	Review and revise bid procedures motion (2.8); correspond with K&E team and advisors re same (.5); review and execute NDA agreements (.8); review and revise store closings motion (2.7); correspond with K&E team re same (1.2); draft declaration re same (.8); prepare filing versions re same (.4).
08/09/19	Laura Saal	3.20	Prepare notice of hearing for bidding procedures motion (.9); review and revise same (.5); prepare for and electronic filing of same (1.2); prepare service of same (.2); electronic filing of motion to shorten notice re same (.4).
08/09/19	W. Benjamin Winger	1.70	Review, revise bidding procedures motion (.9); research, analyze diligence materials re same (.3); telephone conferences with E. Kehoe, K&E team re same (.5).
08/12/19	Gene S. Goldmintz	5.20	Revise NDAs (2.0); correspond with Company re same (1.6); revise store closing order (.8); correspond with Company re vendor issues (.8).
08/12/19	Russell L. Gray	0.70	Correspond with S. Toth re deal status and time-line (.3); review and analyze the bid procedure court documents (.4).
08/12/19	Kimberly Pageau	0.70	Telephone conference with G. Goldmintz and M. Galitz re NDAs and vendor issues (.6); review and revise NDAs (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/12/19	W. Benjamin Winger	1.90	Review, revise store closing order, related materials (.5); research, analyze diligence materials, precedent re same (.8); telephone conferences with DIP lenders, Company re same (.6).
08/13/19	Gene S. Goldmintz	2.40	Revise NDAs (2.0); correspond with Company re operational issues (.4).
08/13/19	Russell L. Gray	0.50	Telephonically attend board meeting re the sale process (.3); correspond with T. Mason re same (.2).
08/13/19	Chad J. Husnick, P.C.	1.10	Telephone conferences with J. Sussberg, D. Vitale, S. Burian, M. Meghji, R. Beyer re sale process and store closing issues (.8); correspond with J. Sussberg, B. Winger re same (.3).
08/13/19	Kevin Scott McClelland	0.50	Review and revise bidding procedures.
08/13/19	Kimberly Pageau	1.20	Review, revise NDAs and execute re same.
08/13/19	W. Benjamin Winger	5.90	Review, analyze potential objections to store closing motion (2.7); review, revise resolutions re same (1.7); telephone conferences with lessors, interested parties, Company re same (1.5).
08/14/19	W. Benjamin Winger	0.60	Review, analyze store closing implementation matters (.4); telephone conferences with Company re same (.1); review, revise materials re same (.1).
08/16/19	Chad J. Husnick, P.C.	0.40	Correspond with J. Sussberg, B. Winger re sale process and bidding procedures.
08/16/19	W. Benjamin Winger	0.40	Review, analyze store closing implementation matters (.2); telephone conferences with Company re same (.2).
08/17/19	Kevin Scott McClelland	0.70	Review and revise bidding procedures and order (.5); correspond with K&E team re same (.2).
08/18/19	Kevin Scott McClelland	1.10	Review and revise bidding procedures and order.
08/18/19	Josh Sussberg, P.C.	0.10	Correspond with K&E team re sale status.
08/18/19	W. Benjamin Winger	1.10	Review, analyze bid procedures matters (.5); telephone conferences with Creditors' Committee, Company re same (.3); research, analyze precedent, diligence materials re same (.3).
08/19/19	Ryan Besaw	0.20	Prepare redline re final store closing order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/19/19	Chad J. Husnick, P.C.	1.50	Review and revise bid procedures and order re same (.4); telephone conferences with B. Winger, J. Sussberg re same (1.1).
08/19/19	Kevin Scott McClelland	3.20	Correspond with K&E team re bidding procedures (1.6); revise same (1.1); analyze issues re same (.3); correspond with K&E team re notices re same (.2).
08/19/19	Josh Sussberg, P.C.	0.70	Telephone conference and correspondence with S. Charles, B. Sandler and C. Husnick re bid procedures and incentive plan.
08/19/19	W. Benjamin Winger	3.90	Review, revise bidding procedures, order, related materials (2.2); research, analyze diligence materials, precedent re same (.9); telephone conferences with DIP lenders, Creditors' Committee, Company re same (.8).
08/20/19	Chad J. Husnick, P.C.	2.70	Correspond and conference with B. Winger, J. Sussberg, B. Sandler, S. Levinson, S. Burian, J. Feintuch, S. Lovett re bidding procedures and order (2.3); review and revise same (.4).
08/20/19	Kevin Scott McClelland	2.50	Review and revise bidding procedures (1.6); correspond with K&E team re same (.9).
08/20/19	Robert Orren	2.80	Prepare for filing notice of revised bid procedures order (1.3); revise same (1.0); file same (.3); correspond with K&E team re same (.2).
08/20/19	W. Benjamin Winger	4.40	Review, finalize bidding procedures, order, and related materials (1.7); research, analyze diligence materials, precedent re same (.8); telephone conferences with DIP lenders, Creditors' Committee, C. Husnick, K&E team re same (1.6); prepare filing of same (.3).
08/21/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with B. Winger, S. Lovett, J. Sussberg re bidding procedures.
08/21/19	Kevin Scott McClelland	0.70	Review and revise bidding procedures (.5); correspond with K&E team re same (.2).
08/21/19	Robert Orren	0.80	Prepare bid procedures order for submission to judge (.3); submit same to judge (.3); correspond with K&E team re same (.2).
08/21/19	Josh Sussberg, P.C.	0.20	Correspond re bidding procedures and discuss same with C. Husnick.
08/26/19	Emily K.S. Kehoe	1.30	Review, analyze NDAs (1.0); correspond with K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/26/19	W. Benjamin Winger	0.60	Review, analyze store closing order matters (.3); telephone conferences with C. Husnick, K&E team, Creditors' Committee re same (.3).
08/27/19	W. Benjamin Winger	0.60	Review, analyze store closing matters (.3); telephone conferences with Creditors' Committee, C. Husnick, K&E team re same (.3).
08/28/19	Emily K.S. Kehoe	2.00	Correspond with K&E team, Company re NDAs (1.0); review, revise, analyze materials re same (1.0).
08/29/19	Emily K.S. Kehoe	4.50	Correspond with Company, K&E team re NDAs (1.0); correspond with NDA counterparties re same (1.5); review, analyze materials re same (2.0).
08/29/19	W. Benjamin Winger	2.40	Review, revise final store closing order (1.2); research, analyze diligence materials re same (.4); conferences with landlord's counsel, M-III re same (.8).
08/30/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re sale procedures and landlord issues.
08/30/19	W. Benjamin Winger	1.40	Review, finalize store closing order (.5); telephone conferences with Creditors' Committee, DIP lenders re same (.3); review, revise bidding procedures (.4); telephone conferences with K. McClelland re same (.2).
Total		121.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018173

Client Matter: 13699-6

In the Matter of Automatic Stay Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 24,765.50

Total legal services rendered

\$ 24,765.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pratik K. Ghosh	9.30	795.00	7,393.50
Chad J. Husnick, P.C.	1.20	1,515.00	1,818.00
Kimberly Pageau	1.60	705.00	1,128.00
Madeleine C. Parish	4.30	805.00	3,461.50
Andrew Polansky	1.50	705.00	1,057.50
Steve Toth	0.60	1,235.00	741.00
Logan Taylor Wiggins	1.50	360.00	540.00
W. Benjamin Winger	7.60	1,135.00	8,626.00
TOTALS	27.60		\$ 24,765.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	Chad J. Husnick, P.C.	0.30	Correspond and conference with M. Parrish, B. Winger re vendor communications.
08/08/19	W. Benjamin Winger	1.70	Review, analyze automatic stay issue (.4); review, revise letter re same (.7); telephone conference with vendor's counsel, Company re same (.6).
08/09/19	Chad J. Husnick, P.C.	0.30	Correspond and telephone conference with B. Winger re vendor communications.
08/12/19	Chad J. Husnick, P.C.	0.60	Telephone conference with D. Vitale, S. Risi re vendor issues (.3); correspond with B. Winger, J. Sussberg, Y. French re same (.1); telephone conferences with B. Winger, M. Meghji re additional vendor issues (.2).
08/12/19	Madeleine C. Parish	4.30	Correspond with Company re suggestions of bankruptcy filings (2.2); revise pending litigation and demand tracker (1.4); correspond with K&E team and K&E litigation re same (.7).
08/12/19	W. Benjamin Winger	1.60	Review, analyze potential automatic stay violation matters and related remedies (.7); research, analyze diligence materials re same (.5); telephone conferences with Company, stakeholders, Y. French re same (.4).
08/13/19	Steve Toth	0.60	Participate in and attend telephonic board meeting re sale process and correspond with R. Gray re same.
08/14/19	Kimberly Pageau	0.40	Correspond with Company and K&E team re automatic stay form letters.
08/15/19	Pratik K. Ghosh	0.80	Telephone conference with M. Galitz and M. Parish re litigation notices (.6); review and analyze relevant documents re same (.2).
08/15/19	Logan Taylor Wiggins	0.50	Draft Notice of Suggestion of Bankruptcy and serve same.
08/15/19	W. Benjamin Winger	1.10	Review, analyze potential automatic stay violations and related remedies (.7); telephone conferences with Company, stakeholders re same (.2); review, revise materials re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/19	W. Benjamin Winger	1.40	Review, analyze potential automatic stay violations and related remedies (.6); review, revise materials re same (.4); telephone conferences with Company, Y. French re same (.4).
08/17/19	W. Benjamin Winger	0.60	Review, analyze automatic stay matter (.3); review, revise materials re same (.3).
08/19/19	W. Benjamin Winger	1.20	Review, analyze potential automatic stay violation matters (.6); research, analyze diligence materials re same (.3); telephone conferences with Company, other stakeholders re same (.3).
08/21/19	Pratik K. Ghosh	1.20	Telephone conference with E. Kehoe re litigation hold issues (.5); review and analyze relevant documents re same (.6); correspond with Y. French and E. Kehoe re same (.1).
08/22/19	Pratik K. Ghosh	3.30	Review and analyze issues re litigation notices for pending and threatened litigation against the Company (2.8); draft analysis and correspond with Y. French and E. Kehoe re same (.5).
08/22/19	Andrew Polansky	1.50	Review, analyze case law re automatic stay issue (1.3); correspond with K. McClelland re same (.2).
08/23/19	Logan Taylor Wiggins	1.00	Review notices of automatic stay and correspond with K&E team re same.
08/24/19	Pratik K. Ghosh	0.50	Research and analyze case law re automatic stay enforcement issues.
08/25/19	Pratik K. Ghosh	1.80	Research and analyze case law re automatic stay enforcement of employee matters (1.5); draft analysis and correspond with Y. French re same (.3).
08/26/19	Pratik K. Ghosh	0.60	Review and revise suggestions of bankruptcy to pending litigation matters (.4); correspond with K&E team re same (.2).
08/26/19	Pratik K. Ghosh	1.10	Draft letter re employee matters (1.0); correspond with client re same (.1).
08/29/19	Kimberly Pageau	1.20	Draft stay relief stipulation.
Total		27.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018172
Client Matter: 13699-7

In the Matter of Business Operations and Vendor Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 157,621.50

Total legal services rendered

\$ 157,621.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	0.30	1,045.00	313.50
Gene S. Goldmintz	3.00	995.00	2,985.00
Nitzan Halperin	3.80	705.00	2,679.00
Chad J. Husnick, P.C.	0.50	1,515.00	757.50
Emily K.S. Kehoe	18.00	920.00	16,560.00
Hannah Kupsky	4.20	325.00	1,365.00
Kevin Scott McClelland	46.60	920.00	42,872.00
James H. Mutchnik, P.C.	2.00	1,585.00	3,170.00
Robert Orren	7.30	430.00	3,139.00
Kimberly Pageau	10.80	705.00	7,614.00
Madeleine C. Parish	41.50	805.00	33,407.50
Andrew Polansky	26.50	705.00	18,682.50
Laura Saal	8.70	430.00	3,741.00
Josh Sussberg, P.C.	1.10	1,565.00	1,721.50
W. Benjamin Winger	16.40	1,135.00	18,614.00
TOTALS	190.70		\$ 157,621.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Gene S. Goldmintz	3.00	Research consignment issues (.8); analyze materials re same (.4); telephone conferences and correspondence with Company re vendor issues and proposed responses (1.0); correspond with K&E team re specific vendor outreach and correspond re automatic stay application (.8).
08/07/19	Chad J. Husnick, P.C.	0.50	Correspond with G. Fu, S. Rishi, T. Klestadt, M. Meghji, M. Parish re shipper claims (.3); correspond with G. Fu, B. Winger re concession communications (.2).
08/07/19	Kimberly Pageau	0.30	Correspond with K&E team and Company re vendor issues.
08/07/19	Kimberly Pageau	1.10	Review and revise bankruptcy 101 deck for Company.
08/07/19	Madeleine C. Parish	9.90	Review and revise store closing motion (3.9); correspond with Company re leases (3.1) correspond with Company revendor issues (2.9).
08/07/19	W. Benjamin Winger	3.20	Review, revise store closing procedures motion (1.9); research, analyze precedent, diligence materials re same (.7); telephone conferences with M. Parish, K&E team re same (.6).
08/08/19	Emily K.S. Kehoe	0.50	Telephone conference with M-III team re customer programs and operations issues.
08/08/19	Kimberly Pageau	2.70	Revise billing memorandum (.3); correspond with K&E team re opening new client matters, other post-petition administrative matters (1.7); review and revise bankruptcy 101 deck (.7).
08/08/19	W. Benjamin Winger	0.80	Review, analyze vendor matters (.2); research, analyze diligence materials re same (.3); telephone conferences with Company, M-III re same (.3).
08/09/19	Madeleine C. Parish	10.90	File store closing motion (1.3); correspond with vendors and landlords re same (3.9); correspond with Company re vendor issues (2.9); correspond with M-III re same (2.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/19	Laura Saal	3.30	Prepare notice of hearing re Store Closing Motion (.8); review and revise same (.4); compile filing version of same (.3); prepare for and electronic filing of same (1.2); electronic filing of motion to shorten notice (.4); coordinate service of same (.2).
08/09/19	W. Benjamin Winger	2.10	Review, revise store closing procedures relief (.9); research, analyze diligence materials, precedent re same (.3); telephone conferences with DIP lenders, K&E team re same (.4); review, analyze vendor matters (.2); telephone conferences with M. Parish, K&E team re same (.3).
08/12/19	Hannah Kupsky	1.30	Prepare notice for filing and revise re same (.6); correspond with E. Kehoe re same (.3); prepare for and file notice of exhibit C to consultant agreement (.4).
08/12/19	Madeleine C. Parish	3.10	Correspond with Company re vendor issues (1.7); draft reclamation letters (1.4).
08/12/19	W. Benjamin Winger	1.60	Review, analyze various vendor matters, disputes (.6); research, analyze diligence materials, precedent, first day orders re same (.5); telephone conferences with M-III, Company, M. Parish, K&E team re same (.5).
08/13/19	Emily K.S. Kehoe	4.00	Correspond with Comenity Bank, Company re store closing order (2.5); review, analyze materials re same (1.5).
08/13/19	Kimberly Pageau	0.60	Telephone conference with G. Goldmintz, M. Parish, and Company re consignment vendor issues.
08/13/19	Kimberly Pageau	0.30	Review and revise Bankruptcy 101 deck.
08/13/19	Madeleine C. Parish	6.20	Correspond with Company re vendor issues (3.1); correspond with K&E team re same (2.3); review and revise reclamation tracker and letters (.8).
08/13/19	Laura Saal	3.30	Prepare notice of filing re revised interim order for store closing (.8); prepare filing version of proposed interim store closing order (.4); correspond with M. Parish re same (.2); compile filing version of revised proposed interim store closing order (.4); prepare for and electronic filing of proposed interim store closing order (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/19	Josh Sussberg, P.C.	1.10	Telephone conference with Company and correspond with same re payments and vendors.
08/14/19	Madeleine C. Parish	3.80	Correspond with Company and M-III re vendor issues (2.4); correspond with K&E team re same (1.3); review and revise reclamation tracker (.1).
08/14/19	Laura Saal	0.70	Prepare for and electronic filing of the revised proposed interim store closing order (.5); prepare and coordinate service of same (.2).
08/15/19	Emily K.S. Kehoe	1.50	Correspond with Company, M-III team re vendor issues (1.0); review, analyze materials re same (.5).
08/15/19	Robert Orren	0.80	Prepare interim store closing order for submission to chambers (.3); submit same to chambers (.2); correspond with K&E team re same (.2); correspond with E. Kehoe re entered version of same (.1).
08/15/19	Kimberly Pageau	1.10	Revise simplified trade agreement (.8); correspond with K&E team and Company re same (.3).
08/15/19	Madeleine C. Parish	5.20	Correspond with Company and K&E litigation re demand letters (2.9); correspond with various vendors re same (2.3).
08/16/19	Emily K.S. Kehoe	0.50	Correspond with Company, K&E team re vendor issues.
08/16/19	Kevin Scott McClelland	6.50	Analyze vendor issues (3.2); telephone conference and correspond with multiple parties re same (1.6); review and revise documents re same (1.7).
08/16/19	Robert Orren	1.30	Draft notice of filing vendor agreement under seal (.4); prepare same for filing (.5); correspond with K&E team re same (.4).
08/16/19	Kimberly Pageau	2.30	Revise trade agreement for vendor (.7); correspond with K&E team re same (.3); review and revise simplified trade agreement (.6); correspond with K&E team re same (.2); revise reclamation demand tracker (.5).
08/16/19	Madeleine C. Parish	2.40	Review and revise notice of filing vendor agreement (1.4); correspond with K&E team re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/19	Andrew Polansky	0.80	Telephone conference, correspond with K. McClelland re vendor issue (.2); research case law re same (.6).
08/16/19	W. Benjamin Winger	2.30	Review, analyze vendor matters, including critical vendor issues (.9); telephone conferences with M-III, Company, K. McClelland re same (.7); review, revise materials re same (.7).
08/17/19	Andrew Polansky	0.80	Review, analyze case law re vendor issue (.7); correspond with K. McClelland re same (.1).
08/18/19	Andrew Polansky	1.00	Review, analyze case law re vendor issue (.8); correspond with K. McClelland re same (.2).
08/19/19	Emily K.S. Kehoe	0.50	Correspond with Company, K&E team re vendor communications and related trade agreements.
08/19/19	Kevin Scott McClelland	2.80	Review and revise vendor letters (.8); telephone conference and correspond with multiple parties re vendor issues (.8); analyze issues re same (1.2).
08/19/19	Robert Orren	2.40	Prepare for filing first sealed notice re critical vendors (.6); revise same (.4); file same (.3); distribute same and under seal version to chambers, trustee, Creditors' Committee (.7); correspond with K&E team re same (.4).
08/19/19	Andrew Polansky	2.00	Telephone conference, correspond with K. McClelland, K&E team re vendor issues (.4); review, analyze precedent re same (.7); draft letter to vendor re same (.9).
08/19/19	W. Benjamin Winger	1.30	Review, analyze various vendor, commercial contracts issues (.7); telephone conferences with Company, M-III, stakeholders re same (.3); review, revise materials re same (.3).
08/20/19	Emily K.S. Kehoe	1.00	Correspond with the Company re vendor concerns.
08/20/19	Hannah Kupsky	0.40	Prepare notice re final store closing hearing.
08/20/19	Kevin Scott McClelland	4.70	Correspond with K&E team re vendor issues (2.5); analyze issues re same (2.2).
08/20/19	Robert Orren	2.80	Prepare for filing notice of revised final store closing order (1.3); revise same (.9); file same (.3); correspond with K&E team re same (.3).
08/20/19	Kimberly Pageau	1.10	Review reclamation and critical vendor status demands and compile tracker re same.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/20/19	Andrew Polansky	0.70	Revise vendor letter (.4); correspond with M-III, K&E team same (.3).
08/20/19	W. Benjamin Winger	0.40	Review, revise Company NDA (.2); telephone conferences with E. Kehoe re same (.2).
08/21/19	Emily K.S. Kehoe	1.50	Correspond with Company re vendor concerns (1.0); review, analyze, draft communication materials re same (.5).
08/21/19	Kevin Scott McClelland	2.60	Telephone conference and correspond with multiple parties re vendor issues (1.7); analyze issues re same (.9).
08/21/19	Andrew Polansky	1.10	Draft, revise reclamation letters.
08/21/19	W. Benjamin Winger	0.40	Review, analyze commercial contract matters (.2); conferences with Houlihan, M-III re same (.2).
08/22/19	Nitzan Halperin	1.80	Telephone conference with vendors on the creditor communications list (1.3); correspond with Stretto re same (.1); office conference with E. Kehoe re same (.2); telephone conference with M. Parish re same (.2).
08/22/19	Emily K.S. Kehoe	4.00	Correspond with Company re various vendor requests and demands (2.0); review, analyze materials re same (1.0); research, analyze Bankruptcy Code sections 365, 507 re same (1.0).
08/22/19	Emily K.S. Kehoe	0.80	Review, analyze creditor inquiries (.5); correspond with N. Halperin re same (.3).
08/22/19	Kevin Scott McClelland	4.90	Telephone conference and correspond with multiple parties re vendor issues (2.6); analyze issues re same (2.3).
08/22/19	Andrew Polansky	7.00	Draft powerpoint re sales incentive plan (3.8); correspond with R. Chaikin, HL, M-III teams re same (.5); review, analyze case law re prepaid inventory (2.4); correspond with E. Kehoe re same (.3).
08/22/19	W. Benjamin Winger	0.40	Review, analyze various vendor matters (.2); telephone conferences with K. McClelland re same (.2).
08/23/19	Rebecca Blake Chaikin	0.30	Correspond with K&E team re comments to bar date order (.2); review same (.1).
08/23/19	Emily K.S. Kehoe	1.00	Correspond with Company, M-III team re vendor concerns.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/23/19	Kevin Scott McClelland	5.30	Telephone conference and correspond with multiple parties re vendor issues (2.7); analyze issues re same (2.6).
08/23/19	Andrew Polansky	2.70	Draft reclamation letters (.7); correspond with vendors re same (.5); review, analyze case law re employee issue (1.1); correspond with K. McClelland re same (.1); telephone conference with N. Halperin, M. Parish re vendor issues (.3).
08/26/19	Emily K.S. Kehoe	1.70	Correspond with K&E team, Company re vendor issues and Bankruptcy Code section 365 and the automatic stay (1.0); research, analyze Bankruptcy Code re same (.7).
08/26/19	Andrew Polansky	4.70	Review, analyze precedent re DIP Declaration (2.1); draft DIP declaration (1.3); correspond with K. McClelland re same (.5); correspond with Y. French re same (.1); correspond with vendors re reclamation (.4); telephone conference with vendor re vendor cure (.3).
08/27/19	Emily K.S. Kehoe	1.00	Correspond with Company, K&E team re vendor issues and Bankruptcy Code section 365 and the automatic stay.
08/27/19	Kevin Scott McClelland	3.40	Telephone conference and correspond with multiple parties re vendor issues (1.3); analyze issues re same (2.1).
08/27/19	James H. Mutchnik, P.C.	0.50	Review vendor issues with Company and counsel.
08/27/19	Andrew Polansky	3.90	Telephone conference with vendor, Company re vendor proposals and negotiations (.8); correspond with B. Winger, K. McClelland, re same (.2); draft reclamation letters (.7); correspond with vendors re critical vendor status (.3); correspond with E. Kehoe re same (.1); review, analyze contract re vendor deal (.7); revise same (.3); review, analyze critical vendor motions (.6); correspond with K. McClelland re same (.2).
08/27/19	Laura Saal	0.90	Research precedent re critical vendors.
08/27/19	W. Benjamin Winger	0.40	Review, analyze vendor matters (.2); conferences with M-III, Company re same (.2).
08/28/19	Nitzan Halperin	0.30	Correspond with M-III, K&E team re vendor inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/28/19	Hannah Kupsky	2.30	Prepare notice of filing re critical vendor list (.5); revise re same (.4); correspond with M. Parish (.1); prepare for filing re same (1.3).
08/28/19	Kevin Scott McClelland	6.00	Telephone conference and correspond with K&E team re vendor issues (2.9); analyze issues re same (3.1).
08/28/19	James H. Mutchnik, P.C.	1.00	Correspond with K&E team re contracting matters with vendor counsel and deal team.
08/28/19	Andrew Polansky	1.10	Telephone conference, correspond with creditors (.4); correspond with E. Kehoe, K. McClelland re vendor issues (.4); correspond with vendors re reclamation (.3).
08/29/19	Hannah Kupsky	0.20	Revise notice re critical vendors.
08/29/19	Kevin Scott McClelland	6.60	Telephone conference and correspond with K&E team re vendor issues (3.4); analyze issues re same (3.2).
08/29/19	James H. Mutchnik, P.C.	0.50	Review and revise MSA and correspondences with K&E team re same.
08/29/19	Kimberly Pageau	1.30	Revise final store closings order and correspond with K&E team re same.
08/29/19	Andrew Polansky	0.70	Draft, revise reclamation letters.
08/29/19	Laura Saal	0.50	Electronic filing of Notice of Critical Vendor Payment/Agreement (.3); prepare service of same (.2).
08/29/19	W. Benjamin Winger	1.60	Review, analyze vendor matters, NDAs (.7); review, revise materials re same (.6); telephone conferences with Company, M-III re same (.3).
08/30/19	Nitzan Halperin	1.70	Telephone conference with vendors re inquiries.
08/30/19	Kevin Scott McClelland	3.80	Telephone conference and correspond with K&E team re vendor issues (2.7); analyze issues re same (1.1).
08/30/19	W. Benjamin Winger	1.90	Review, analyze vendor matters (.6); review, revise agreements, materials re same (.8); telephone conferences with M-III, Company re same (.5).
Total		190.70	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018171
Client Matter: 13699-8

In the Matter of Case Administration

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 45,758.00

Total legal services rendered

\$ 45,758.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	3.00	325.00	975.00
Rebecca Blake Chaikin	3.30	1,045.00	3,448.50
Michael Y. Chan	4.50	255.00	1,147.50
Nitzan Halperin	5.20	705.00	3,666.00
Chad J. Husnick, P.C.	2.30	1,515.00	3,484.50
Katie Kane	5.70	265.00	1,510.50
Emily K.S. Kehoe	6.70	920.00	6,164.00
Hannah Kupsky	1.40	325.00	455.00
Kevin Scott McClelland	5.10	920.00	4,692.00
Eric Nyberg	5.00	255.00	1,275.00
Robert Orren	0.90	430.00	387.00
Kimberly Pageau	9.10	705.00	6,415.50
Andrew Polansky	2.60	705.00	1,833.00
Leo Rosenberg	5.30	265.00	1,404.50
Laura Saal	4.10	430.00	1,763.00
Edward O. Sassower, P.C.	1.00	1,565.00	1,565.00
Josh Sussberg, P.C.	2.40	1,565.00	3,756.00
W. Benjamin Winger	1.60	1,135.00	1,816.00
TOTALS	69.20		\$ 45,758.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Chad J. Husnick, P.C.	1.10	Correspond and conference with J. Sussberg, B. Winger and, G. Goldmintz re case administration and next steps post-filing.
08/07/19	Ryan Besaw	0.20	Calendar upcoming hearings.
08/07/19	Emily K.S. Kehoe	0.50	Telephone conference with K&E team re work in process.
08/07/19	Kimberly Pageau	4.30	Draft internal billing memorandum (1.6); correspond with K&E team re same (.4); assist with post-filing administrative matters (2.3).
08/07/19	Leo Rosenberg	1.00	Review and compile docket files.
08/07/19	Josh Sussberg, P.C.	0.90	Telephone conference and correspond with R. Beyer, R. Perry, C. Husnick, J. Kogan re case status and sale process.
08/08/19	Emily K.S. Kehoe	2.50	Review, revise work in process list (1.7); review, analyze case milestones re same (.5); correspond with K&E team re same (.3).
08/08/19	Leo Rosenberg	1.00	Draft docket update.
08/08/19	Laura Saal	0.20	Review and revise pleading template.
08/09/19	Rebecca Blake Chaikin	0.40	Telephone conference with B. Winger re strategy.
08/09/19	Chad J. Husnick, P.C.	1.20	Correspond and telephone conference with B. Winger, R. Chaikin, K. McClelland re status update and next steps.
08/09/19	Emily K.S. Kehoe	1.00	Telephone conference with K&E team re work in process.
08/09/19	Kimberly Pageau	0.50	Conference with K&E team re work in process.
08/09/19	W. Benjamin Winger	0.60	Review, analyze case administration matters (.3); conferences with C. Husnick, K&E team re same (.3).
08/12/19	Rebecca Blake Chaikin	0.20	Review background materials.
08/12/19	Kimberly Pageau	0.50	Revise work in process charts (.3); correspond with K&E team and M-III re post-filing administrative matters (.2).
08/12/19	Kimberly Pageau	0.40	Review precedent re case management and noticing procedures.
08/12/19	Leo Rosenberg	0.50	Prepare docket update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/12/19	Laura Saal	1.50	Draft Pro Hac Vice for C. McGushin (.7); correspond with C. McGushin and R. Howell re same (.2); electronic filing of same (.3); prepare order and upload same for entry by chambers (.3).
08/12/19	W. Benjamin Winger	0.30	Review, analyze case administration matters.
08/13/19	Kevin Scott McClelland	0.60	Office conference with B. Winger re outstanding workstreams.
08/13/19	Leo Rosenberg	0.20	Prepare docket update.
08/13/19	Edward O. Sassower, P.C.	1.00	Correspond and conference with various parties re strategy and tactics.
08/13/19	Josh Sussberg, P.C.	1.00	Telephone conferences with C. Husnick and S. Charles re case status and bid procedures.
08/15/19	Kevin Scott McClelland	0.60	Review and analyze priority workstreams (.4); correspond with K&E team re same (.2).
08/16/19	Ryan Besaw	2.10	Prepare reference materials re team member on-boarding (1.8); research re S.D.N.Y. filing procedures (.3).
08/16/19	Ryan Besaw	0.30	Obtain transcript re August 14, 2019 hearing.
08/16/19	Rebecca Blake Chaikin	1.00	Correspond with K&E team re care package and open items (.5); telephone conference with K&E team re portion of work in process (.5).
08/16/19	Emily K.S. Kehoe	0.70	Telephone conference with K&E team re work in process.
08/16/19	Kevin Scott McClelland	2.20	Conference and correspond with multiple parties re priority workstreams.
08/16/19	Robert Orren	0.40	Compile case materials for distribution to R. Chaikin.
08/16/19	Kimberly Pageau	1.10	Prepare materials for new K&E team members in advance of work in process meeting (.5); conference with K&E team re work in process (.6).
08/16/19	Leo Rosenberg	0.50	Prepare docket update.
08/18/19	Nitzan Halperin	3.30	Review first day pleadings, DIP materials and other diligence materials.
08/19/19	Michael Y. Chan	0.50	Review conflicts correspondence.
08/19/19	Katie Kane	0.80	Compile precedent re notices of amended exhibits (.4); compile precedent re notices setting objection deadlines (.4).
08/19/19	Leo Rosenberg	0.20	Prepare docket update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/20/19	Rebecca Blake Chaikin	0.50	Participate in conference with K&E team re work in process.
08/20/19	Nitzan Halperin	0.50	Telephone conference with K&E team re work in process.
08/20/19	Emily K.S. Kehoe	0.50	Telephone conference with K&E team re work in process.
08/20/19	Hannah Kupsky	0.30	Telephone conference with K&E team re work in process.
08/20/19	Kevin Scott McClelland	0.50	Prepare for and participate in telephone conference with K&E team re priority workstreams.
08/20/19	Robert Orren	0.50	Telephone conference with K&E team re work in process.
08/20/19	Kimberly Pageau	0.90	Prepare for and attend conference with K&E team re work in process (.7); review and revise work in process charts (.2).
08/20/19	Andrew Polansky	1.70	Prepare for telephone conference with B. Winger, K&E team re work in process.
08/21/19	Hannah Kupsky	1.10	Assist with filing of Bar Date, ordinary course professionals and Assumption Rejection Procedures (.6); research re credit agreement filings (.5).
08/21/19	Leo Rosenberg	0.20	Prepare docket update.
08/22/19	Leo Rosenberg	0.30	Prepare docket update.
08/22/19	Josh Sussberg, P.C.	0.30	Telephone conference with C. Husnick re case status (.2); telephone conference with M. Meighji re status (.1).
08/23/19	Nitzan Halperin	0.80	Revise work in process charts.
08/23/19	Leo Rosenberg	0.20	Prepare docket update.
08/23/19	Josh Sussberg, P.C.	0.20	Correspond with K&E team re case administrative items.
08/26/19	Leo Rosenberg	0.30	Prepare docket update.
08/27/19	Ryan Besaw	0.40	Prepare final and second day orders (.3); correspond with K&E team re same (.1).
08/27/19	Rebecca Blake Chaikin	0.90	Participate in telephone conference with K&E team work in process (.5); correspond with K&E team re open items (.4).
08/27/19	Michael Y. Chan	4.00	Analyze disclosure of creditors/entities.
08/27/19	Katie Kane	0.30	Participate in office conference with K&E team re case status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/27/19	Emily K.S. Kehoe	0.50	Telephone conference with K&E team re work in process.
08/27/19	Kevin Scott McClelland	0.20	Telephone conference with K&E team re priority workstreams.
08/27/19	Eric Nyberg	5.00	Organize and prepare parties for conflicts searching for creditors/entities submitted (2.0); research creditors/entities (1.0); analyze disclosure of creditors/entities (2.0)
08/27/19	Kimberly Pageau	0.20	Prepare for and attend conference with K&E team re work in process.
08/27/19	Leo Rosenberg	0.20	Prepare docket update.
08/27/19	Laura Saal	1.50	Compile final word versions of first day orders (.7); correspond with R. Besaw re same (.2); participate in telephone conference with K&E team re work in process (.6).
08/28/19	Katie Kane	2.40	Research re engagement letter precedent (.4); research re insurance orders where Chubb was a provider (.8); research and circulate recently filed pleadings (.2); draft shell re seal documents (.7); research ordinary course professionals order precedent (.3).
08/28/19	Leo Rosenberg	0.20	Prepare docket update.
08/29/19	Rebecca Blake Chaikin	0.30	Conference with K&E team re work in process.
08/29/19	Nitzan Halperin	0.60	Telephone conference with K&E team re work in process.
08/29/19	Katie Kane	1.00	Participate in office conference with K&E team re case status.
08/29/19	Katie Kane	1.20	Prepare shell re stipulation.
08/29/19	Emily K.S. Kehoe	1.00	Telephone conference with K&E team re work in process.
08/29/19	Kevin Scott McClelland	1.00	Telephone conference with K&E team re priority workstreams.
08/29/19	Kimberly Pageau	1.20	Prepare for and attend conference with K&E team re work in process.
08/29/19	Andrew Polansky	0.90	Conference with B. Winger, K&E team re work in process.
08/29/19	Leo Rosenberg	0.30	Prepare docket update.
08/29/19	Laura Saal	0.90	Participate in conference with K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/29/19	W. Benjamin Winger	0.70	Participate in conference with K&E team re works in process meeting.
08/30/19	Leo Rosenberg	0.20	Prepare docket update.
Total		69.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018170
Client Matter: 13699-9

In the Matter of DIP Financing, Debt Finance Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 470,427.00

Total legal services rendered

\$ 470,427.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mark Adler	79.30	1,090.00	86,437.00
Ryan Besaw	0.50	325.00	162.50
Susan D. Golden	1.30	1,135.00	1,475.50
Gene S. Goldmintz	14.90	995.00	14,825.50
Nitzan Halperin	2.30	705.00	1,621.50
Paul Stephens Hendrickson	1.40	940.00	1,316.00
Erik Hepler	0.60	1,365.00	819.00
Chad J. Husnick, P.C.	41.40	1,515.00	62,721.00
Melissa J. Hutson, P.C.	49.70	1,545.00	76,786.50
Katie Kane	1.20	265.00	318.00
Emily K.S. Kehoe	78.40	920.00	72,128.00
Thomas Koester	7.20	920.00	6,624.00
Hannah Kupsky	0.60	325.00	195.00
Kevin Scott McClelland	4.80	920.00	4,416.00
Casey James McGushin	8.60	1,025.00	8,815.00
Robert Orren	5.30	430.00	2,279.00
Kimberly Pageau	23.40	705.00	16,497.00
Andrew Polansky	4.60	705.00	3,243.00
Laura Saal	15.30	430.00	6,579.00
Tricia Lynn Schwallier	1.00	920.00	920.00
Daryl L. Steiger	28.20	920.00	25,944.00
Josh Sussberg, P.C.	6.00	1,565.00	9,390.00
Marc Weinstein	6.00	805.00	4,830.00
W. Benjamin Winger	54.70	1,135.00	62,084.50
TOTALS	436.70		\$ 470,427.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Mark Adler	18.40	Review, revise DIP agreement (4.3); telephone conferences with K&E team re same (3.5); telephone conferences with Jones Day re same (3.3); revise DIP agreement (3.3); prepare for first day hearing re DIP matters (4.0).
08/06/19	Ryan Besaw	0.50	Draft notice of filing of DIP credit agreement (.3); file, serve same (.2).
08/06/19	Chad J. Husnick, P.C.	6.70	Correspond and conference with B. Winger, J. Sussberg, S. Burian, M. Meghji, J. Feintuch, D. Rothman, A. Harris, I. Fredericks, C. Dickerson re DIP and related issues (3.4); review and revise documents re same (3.3).
08/06/19	Melissa J. Hutson, P.C.	15.00	Review, revise DIP loan documentation (3.9); telephone conferences with K&E team re same (3.5); telephone conferences with Jones Day re same (3.4); revise DIP documentation (2.1); revise commitment letter (2.1).
08/06/19	Emily K.S. Kehoe	11.00	Review, revise DIP Motion (3.2); correspond with K&E team re same (1.2); research, analyze materials re same (.6); review, revise Houlihan Lokey DIP declaration (1.9); correspond with K&E team, Houlihan Lokey team re same (.6); draft, revise DIP financing presentation (2.5); correspond with C. Husnick re same (.3); research, analyze materials re same (.7).
08/06/19	Daryl L. Steiger	10.70	Telephone conferences with Company, lenders and lenders' counsels re DIP note and DIP order (3.5); review and revise DIP documents (2.2); correspond with lenders' counsels re same (2.2); prepare execution versions of DIP documents (1.7); correspond with K&E team re same (1.1).
08/06/19	W. Benjamin Winger	5.90	Review, revise DIP motion, order (3.9); research, analyze diligence materials, precedent, statutes, local rules re same (1.3); multiple conferences with DIP lenders, their advisors, K&E team re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Mark Adler	9.70	Review and analyze credit agreement (2.5); review analyze initial funding re same (2.5); review analyze A&R Note (3.6); correspond with K&E team re credit agreement, DIP (1.1).
08/07/19	Gene S. Goldmintz	7.00	Revise amended interim DIP motion (3.0); analyze restated note re same (1.2); draft motion to shorten notice re same (2.8).
08/07/19	Erik Hepler	0.10	Telephone conference with M. Adler re DIP issues.
08/07/19	Chad J. Husnick, P.C.	0.80	Correspond with B. Winger, J. Sussberg, M. Adler, M. Hutson re DIP closing.
08/07/19	Melissa J. Hutson, P.C.	5.30	Review and revise commitment letter and note (3.3); correspond with lender's counsel (2.0).
08/07/19	Katie Kane	0.90	Draft multiple DIP-related documents.
08/07/19	Emily K.S. Kehoe	5.00	Research, analyze precedent re motion to amend DIP documents (1.2); review, analyze DIP documents re same (.3); correspond with B. Winger, K&E team re same (.2); review, revise motion to amend DIP documents (3.3).
08/07/19	Kimberly Pageau	4.50	Draft motion to approve amended DIP order (2.1); correspond with E. Kehoe re same (.3); review and revise re same (2.1).
08/07/19	Daryl L. Steiger	7.30	Review and revise DIP documents (3.1); correspond with Jones Day re same (.4); coordinate funding conference call with DIP lenders, their counsel, Wells and its counsel (.2); assist with filing of interim order (.6); attend funding call (1.1); review and revise commitment letter, amended and restated note and other deliverables (1.7); correspond with K&E team re the same (.2).
08/07/19	W. Benjamin Winger	6.20	Review, revise DIP motion, second interim order (4.6); research, analyze diligence materials, precedent, rules, local rules, statutes re same (1.2); conferences with C. Husnick, K&E team re same (.4).
08/08/19	Mark Adler	10.10	Review and revise Note (3.7); review and revise credit agreement (3.2); conference and correspond with K&E team re same (2.2); correspond with Jones Day re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	Gene S. Goldmintz	3.70	Comment on amended DIP motion (2.1); analyze materials re same (.6); correspond with K&E team re same (.4); revise motion to shorten re same (.6).
08/08/19	Chad J. Husnick, P.C.	3.70	Correspond and conference with B. Winger, J. Sussberg re DIP order and related issues (1.8); review, analyze, and revise DIP order (.4); telephone conferences with opposing counsel, M. Adler, M. Hutson re same (1.5).
08/08/19	Melissa J. Hutson, P.C.	7.80	Review and revise Note, Order and other ancillary agreements (3.9); telephone conferences with K&E team re same (3.9).
08/08/19	Emily K.S. Kehoe	7.00	Telephone conference with K&E team, DIP lenders re amended DIP note and interim order (1.0); revise DIP Amendment Motion (2.3); research Bankruptcy Code sections 364 re same (1.2); research precedent re same (1.9); correspond with B. Winger, G. Goldmintz, K. Pageau re same (.6).
08/08/19	Kimberly Pageau	2.90	Review and revise amended DIP motion (2.3); correspond with K&E team re same (.6).
08/08/19	Daryl L. Steiger	3.80	Telephone conference with prepetition lenders' counsels re order (.6); review and revise commitment letter (.5); review and revise amended and restated note (.5); draft amended and restated guaranty (1.0); correspond with M. Adler re same (.3); telephone conference with prepetition lenders' counsels re order and budget (.9).
08/08/19	Josh Sussberg, P.C.	0.50	Correspond re DIP takeout and telephone conference with C. Husnick.
08/08/19	W. Benjamin Winger	4.90	Review, revise DIP motion, second interim order (2.3); research, analyze precedent, diligence materials re same (1.7); multiple conferences with DIP lenders, prepetition secured parties, Company re same (.9).
08/09/19	Mark Adler	9.00	Review and revise DIP documents (3.9); telephone conferences with K&E team re same (2.1); telephone conferences with Jones Day re same (3.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/19	Gene S. Goldmintz	3.30	Comment on amended DIP motion (1.5); analyze materials re same (.6); correspond with K&E team re same (.4); revise motion to shorten re same (.6); coordinate filing re same (.2).
08/09/19	Chad J. Husnick, P.C.	1.60	Correspond and conference with B. Winger, J. Sussberg re DIP order and related issues.
08/09/19	Melissa J. Hutson, P.C.	6.00	Telephone conference re DIP Note and Order (1.1); revise note (2.1); prepare for filing (.8); telephone conference with lenders' counsels (2.0).
08/09/19	Emily K.S. Kehoe	11.00	Review, revise DIP Amendment Motion (3.4); correspond with K&E team re same (.8); review, analyze DIP documents re same (2.7); research, analyze precedent re challenge period (2.7); prepare and file same (.2); telephone conferences with K&E team, lenders re amended DIP Note and Interim Order (1.2).
08/09/19	Kimberly Pageau	1.30	Review DIP motion and order precedent (.9); correspond with K&E team re same and other DIP matters (.4).
08/09/19	Laura Saal	2.20	Prepare fully compiled versions of the amended DIP motion (.3); prepare for and electronic filing of same (1.1); electronic filing of motion to shorten notice (.4); correspond with S. Golden re same (.2); coordinate service of same (.2).
08/09/19	Tricia Lynn Schwallier	1.00	Correspond with K&E team re challenge period (.2); research case law re same (.8).
08/09/19	Daryl L. Steiger	3.50	Review and analyze amended and restated note (.6); correspond with K&E team and lenders' counsels re same (.3); telephone conference with M. Hutson and M. Adler re amended and restated note and commitment letter (.6); review, revise, and circulate amended and restated guaranty (.1); telephone conference with lenders' counsels re order, commitment letter and amended and restated note (1.2); telephone conference with Jones Day re commitment letter and amended and restated note (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/09/19	Josh Sussberg, P.C.	0.80	Correspond with K&E team re DIP and status (.5); telephone conference with R. Beyer re same (.2); correspond with K&E team re board meeting (.1).
08/09/19	W. Benjamin Winger	4.20	Review, revise DIP motion, order (2.9); research, analyze diligence materials, precedent re same (.8); conferences with DIP lenders, prepetition secured parties, Company re same (.5).
08/10/19	Gene S. Goldmintz	0.30	Analyze correspondence re DIP revisions.
08/10/19	Chad J. Husnick, P.C.	1.00	Correspond and conference with B. Winger, J. Sussberg re DIP order and related issues.
08/10/19	Emily K.S. Kehoe	3.50	Research, analyze precedent re DIP financing terms (2.0); correspond with K&E team re same (.3); draft summary re same (1.0); correspond with lenders re DIP financing documents (.2).
08/10/19	Kimberly Pageau	2.50	Review and analyze DIP order precedent.
08/10/19	Laura Saal	3.50	Prepare notice of filing re revised DIP order (.9); prepare for potential filing of same (2.6).
08/10/19	Josh Sussberg, P.C.	0.40	Telephone conference with M. Meighji re DIP status and correspond with M-III re same.
08/11/19	Mark Adler	2.20	Review and analyze DIP Note and Order.
08/11/19	Gene S. Goldmintz	0.60	Analyze correspondence re DIP revisions.
08/11/19	Chad J. Husnick, P.C.	0.50	Correspond and conference with B. Winger, J. Sussberg re DIP order and related issues.
08/11/19	Emily K.S. Kehoe	1.50	Telephone conference with DIP Lenders, K&E team re DIP financing negotiations and final draft documents (.8); review, analyze materials re same (.5); correspond with Lenders re same (.2).
08/11/19	Laura Saal	2.30	Research precedent re Notice of Filing Revised DIP (.8); prepare notice of same (1.0); correspond with K&E team re precedent (.2); correspond with K&E team re potential filing (.3).
08/11/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re DIP and status.
08/11/19	W. Benjamin Winger	3.40	Review, revise second interim DIP order (2.1); research, analyze diligence materials, precedent re same (.9); conferences with DIP lenders, C. Husnick, K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/12/19	Mark Adler	6.50	Review, revise and analyze issues re Order, Note, payoff letter and fee letter.
08/12/19	Erik Hepler	0.20	Review subrogation language for DIP order for M. Adler.
08/12/19	Chad J. Husnick, P.C.	1.80	Correspond and conference with B. Winger, J. Sussberg, A. Harris, J. Sprayregen re DIP order negotiations (1.4); review and analyze issues re same (.4).
08/12/19	Melissa J. Hutson, P.C.	7.00	Review and analyze payoff letter (2.7); review and analyze revised order (2.4); telephone conferences with K&E team re order (1.9).
08/12/19	Emily K.S. Kehoe	5.40	Telephone conference with K&E team, lenders re DIP negotiations (2.9); review, revise notice of filing of amended DIP order (1.0); review, prepare documents re same (1.0); correspond with K&E team re same (.5).
08/12/19	Hannah Kupsky	0.10	Compile precedent re payoff letters.
08/12/19	Casey James McGushin	3.20	Review amended DIP Motion, first day hearing transcript, and related materials in preparation for second interim DIP hearing.
08/12/19	Daryl L. Steiger	2.50	Review and revise agent fee letter (.2); telephone conference with lenders' counsels re DIP order (1.8); review and analyze existing credit agreement (.4); correspond with M. Adler re same (.1).
08/12/19	Josh Sussberg, P.C.	0.80	Telephone conference with D. Vitale, S. Risi and C. Husnick (.3); correspond with C. Husnick re same (.2); correspond with K&E team re DIP and status (.1); telephone conference with R. Beyer re status (.2).
08/12/19	Marc Weinstein	2.30	Conference with M. Adler re payoff letter (.5); review and revise same (1.8).
08/12/19	W. Benjamin Winger	6.70	Review, revise second interim DIP order (3.9); research, analyze diligence materials, precedent, rules, secondary sources, case law re same (1.6); multiple conferences with prepetition secured parties, DIP lenders, company re same (1.2).
08/13/19	Mark Adler	7.30	Review, revise and analyze issues re DIP Order (3.7); review, revise and analyze issues re credit agreement (3.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/19	Susan D. Golden	0.50	Telephone conference with A. Leonhard re DIP objection (.3); correspond with C. Husnick re same (.2).
08/13/19	Paul Stephens Hendrickson	0.90	Review and analyze latest draft DIP note (.6); correspond with A. Sexton re same (.1); telephone conference with M. Adler re same (.1); correspond with K&E team re same (.1).
08/13/19	Chad J. Husnick, P.C.	5.60	Review and revise DIP order (.7); telephone conferences with B. Winger, A. Harris, S. Levinson, J. Sussberg re same (1.6); prepare for hearing re same (3.2); telephone conference with S. Lovett re same (.1).
08/13/19	Melissa J. Hutson, P.C.	5.00	Review and revise order (4.1); telephone conference with K&E team re same (.9).
08/13/19	Emily K.S. Kehoe	13.00	Review, revise notice of filing of revised DIP documents (3.3); correspond with K&E team re same (.6); prepare amended DIP Order for filing (1.2); review, prepare revised DIP Note for filing (2.4); correspond with M. Adler, G. Goldmintz, B. Winger, M-III team re amended DIP Order and revised DIP Note (1.5); review and revise same (2.9); correspond with B. Winger, M. Adler, K&E team, Lenders re same (1.1).
08/13/19	Kevin Scott McClelland	0.60	Review and analyze consignment note.
08/13/19	Casey James McGushin	2.10	Draft and revise proffer for S. Burian in support of second interim DIP Order (1.1); prepare for hearing on second interim DIP Order (1.0).
08/13/19	Marc Weinstein	1.50	Amend DIP agency fee letter (.5); correspond with K&E team re DIP financing (.5); revise omnibus consent (.5).
08/13/19	W. Benjamin Winger	8.80	Review, revise second interim DIP order (5.7); research, analyze diligence materials, precedent, case law, secondary sources, rules re same (1.6); multiple conferences with prepetition secured parties, DIP lenders, Company re same (1.5).
08/14/19	Mark Adler	8.70	Review, analyze DIP Order (3.8); review, analyze DIP Note (2.1); review, analyze ancillary debt documents and payoff letter (2.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/19	Chad J. Husnick, P.C.	5.40	Review and revise DIP order (.8); telephone conferences with B. Winger, A. Harris, J. Sussberg re same (1.3); correspond with B. Winger, A. Harris, J. Sussberg re same (.9); prepare for hearing re same (2.4).
08/14/19	Melissa J. Hutson, P.C.	1.80	Review and revise DIP note and order.
08/14/19	Emily K.S. Kehoe	15.00	Review, revise interim DIP order (4.4); review, analyze DIP documents, materials re same (3.4); telephone conference with K&E team re DIP hearing and interim DIP order and prepare for same (2.2); correspond with K&E team re same (3.3); correspond with Lenders re same (1.7).
08/14/19	Thomas Koester	0.70	Finalize closing documents.
08/14/19	Hannah Kupsky	0.50	Prepare notice of revised DIP budget for filing (.3); prepare for filing re same (.2).
08/14/19	Casey James McGushin	3.30	Prepare for hearing on second interim DIP motion and store closing motion (2.4); draft and revise proffer of S. Burian (.9).
08/14/19	Robert Orren	3.80	Draft notice of filing approved budget, payoff letter and revised DIP order (.4); prepare for filing of same (1.4); prepare DIP materials for distribution at DIP hearing (1.6); correspond with K&E team re same (.4).
08/14/19	Kimberly Pageau	3.20	Draft notice re revised second interim DIP order (2.6); correspond with K&E team re same (.6).
08/14/19	Laura Saal	2.80	Prepare for and electronic filing of Second Interim DIP order (2.3); prepare copies of same for chambers and U.S. Trustee (.5).
08/14/19	Marc Weinstein	0.50	Correspond with financial advisors re payoff letter.
08/14/19	W. Benjamin Winger	10.40	Review, revise second interim DIP order (5.9); research, analyze diligence materials, precedent re same (1.6); multiple conferences with prepetition secured parties, DIP lenders, Company, and their respective advisors re same (2.9).
08/15/19	Mark Adler	2.70	Review, revise, discuss and telephone conferences re DIP Note and related deliverables.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/15/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with B. Winger, M. Meghji, J. Sussberg re DIP closing and budget issues.
08/15/19	Melissa J. Hutson, P.C.	0.80	Review DIP Note and related deliverables.
08/15/19	Emily K.S. Kehoe	5.00	Correspond with B. Winger, K&E team, Chambers re entry of Interim DIP Order (2.4); review, revise same (1.0); correspond with B. Winger, K&E team, lenders re same (1.6).
08/15/19	Thomas Koester	2.80	Finalize DIP Note documents (1.5); correspond with K&E team re same (.6); attend DIP closing call (.7).
08/15/19	Robert Orren	1.50	Prepare for filing of interim DIP order and budget (.6); submit order to chambers (.3); file DIP budget (.3); correspond with K&E team re same (.3).
08/15/19	Josh Sussberg, P.C.	0.20	Correspond with K&E team re DIP status.
08/15/19	Marc Weinstein	0.70	Coordinate DIP closing call.
08/15/19	W. Benjamin Winger	2.90	Review, finalize second interim DIP order (1.2); conferences with prepetition secured parties, DIP lenders, Company, and their respective advisors re same (.9); research, analyze diligence materials re same (.5); coordinate closing of same (.3).
08/16/19	Mark Adler	1.00	Review DIP Note re compliance and related matters.
08/16/19	Thomas Koester	0.40	Begin drafting compliance guidelines.
08/16/19	Marc Weinstein	1.00	Draft DIP summary.
08/19/19	Mark Adler	0.70	Review consignment matters.
08/19/19	Erik Hepler	0.30	Review consignment letters.
08/20/19	Mark Adler	0.30	Review borrowing base matters.
08/20/19	Chad J. Husnick, P.C.	0.30	Correspond with B. Winger, J. Sussberg, B. Sandler, R. Feinstein re second day hearing schedule (.1); telephone conference with S. Burian, J. Feintuch re same (.2).
08/21/19	Mark Adler	0.20	Review analyze DIP matters.
08/21/19	Melissa J. Hutson, P.C.	1.00	Telephone conference with K&E team re rent reserves and analyze same
08/21/19	Thomas Koester	3.30	Draft deliverable compliance guide.
08/21/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re enhancement fee (.2); telephone conference with B. Sandler re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/19	Mark Adler	1.50	Review administrative claims and DIP note.
08/22/19	Chad J. Husnick, P.C.	1.80	Telephone conferences with L. Marinuzzi, S. Lovett, J. Sussberg, S. Burian, J. Feintuch re DIP issues (1.5); review and analyze same (.3).
08/22/19	Kevin Scott McClelland	0.30	Correspond with multiple parties re DIP issues.
08/22/19	Josh Sussberg, P.C.	0.20	Correspond with K&E team re enhancement fee.
08/23/19	Chad J. Husnick, P.C.	1.50	Telephone conferences with B. Sandler, S. Burian, J. Sussberg re DIP issues (.8); review and analyze same (.4); telephone conference with R. Howell re litigation and discovery re same (.3).
08/23/19	Emily K.S. Kehoe	1.00	Correspond with contract counterparty re DIP order (.5); correspond with K&E team re same (.5).
08/23/19	Kevin Scott McClelland	0.40	Correspond with K&E team re DIP issues (.3); analyze issues re same (.1).
08/23/19	Josh Sussberg, P.C.	0.30	Telephone conference with B. Sandler and C. Husnick re DIP.
08/24/19	Chad J. Husnick, P.C.	0.80	Correspond and telephone conference with K&E team re DIP issues and related litigation.
08/24/19	Kevin Scott McClelland	0.20	Correspond with K&E team re DIP issues.
08/24/19	Andrew Polansky	2.80	Review, analyze case law re DIP provisions (2.6); correspond with B. Winger, K. McClelland re same (.2).
08/25/19	Chad J. Husnick, P.C.	0.30	Correspond and conference with K&E team re DIP issues and related litigation.
08/25/19	Kevin Scott McClelland	0.20	Review and revise DIP chart.
08/26/19	Chad J. Husnick, P.C.	0.80	Correspond and conference with K&E team re DIP issues.
08/26/19	Kevin Scott McClelland	3.10	Review and revise DIP declaration (.8); correspond with K&E team re reply of same (.6); analyze issues re same (1.7).
08/26/19	Daryl L. Steiger	0.30	Review and analyze credit documents from ABL financing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/27/19	Paul Stephens Hendrickson	0.50	Search correspondence and background materials for Company's tax basis/attribute information (.3); correspond with A. Sexton re same (.1); correspond with K&E team re valuation and structure (.1).
08/27/19	Chad J. Husnick, P.C.	2.20	Correspond and conference with K&E team re DIP issues (1.4); attend portions of Burian deposition preparation session (.8).
08/27/19	Katie Kane	0.30	Pull precedent re payoff letter and credit agreement.
08/27/19	Kimberly Pageau	2.50	Review precedent DIP motions and credit agreements (2.1); correspond with K&E team re same (.4).
08/27/19	Daryl L. Steiger	0.10	Correspond with Simpson Thatcher and Pachulski Stang Ziehl & Jones LLP re mortgages.
08/27/19	Josh Sussberg, P.C.	0.20	Telephone conferences with M. Meighji, C. Husnick re DIP and status.
08/28/19	Mark Adler	0.50	Review cash collateral insert.
08/28/19	Chad J. Husnick, P.C.	1.60	Correspond and conference with J. Sussberg, B. Winger, S. Burian, J. Feintuch, S. Levinson, B. Sandler, Y. French re DIP issues.
08/28/19	Andrew Polansky	1.40	Draft declaration re DIP Perfection (.8); correspond with K. McClelland re same (.2); revise declaration (.4).
08/28/19	Josh Sussberg, P.C.	0.40	Correspond with K&E team re DIP status.
08/29/19	Susan D. Golden	0.80	Telephone conference with A. Leonhard re DIP objection (.4); correspond with C. Husnick and J. Sussberg re same (.1); correspond with Y. French re DIP hearing logistics (.1); telephone conference with B. Robie and V. DeCicco re same (.2).
08/29/19	Nitzan Halperin	2.30	Review, analyze DIP order and cash management rrder (2.1); correspond with S. Fox, K&E team re same (.2).
08/29/19	Chad J. Husnick, P.C.	1.30	Correspond and conference with J. Sussberg, B. Winger, S. Burian, J. Feintuch, S. Levinson, B. Sandler re DIP issues.
08/29/19	W. Benjamin Winger	0.90	Review, revise final DIP order (.5); research, analyze diligence materials re same (.2); conferences with E. Kehoe, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/29/19	W. Benjamin Winger	0.40	Review, analyze cash management matter (.2); telephone conferences with Wells Fargo re same (.2).
08/30/19	Mark Adler	0.50	Review DIP note provisions.
08/30/19	Chad J. Husnick, P.C.	1.80	Correspond and conference with J. Sussberg, S. Burian, J. Feintuch, S. Levinson, B. Sandler re DIP motion (1.5); review and analyze Creditors' Committee objection re same (.3).
08/30/19	Kimberly Pageau	6.50	Review and analyze DIP budget precedent (1.4); correspond with K&E team re same (.2); review and revise DIP reply (4.9).
08/30/19	Andrew Polansky	0.40	Review, analyze first day hearing transcript re DIP negotiations, correspond with B. Winger, K. McClelland re same.
08/31/19	Chad J. Husnick, P.C.	1.20	Correspond and conference with J. Sussberg, S. Burian, J. Feintuch, S. Levinson, B. Sandler re DIP issues.
08/31/19	Laura Saal	4.50	Research re DIP motions, orders and declarations.
08/31/19	Josh Sussberg, P.C.	1.60	Telephone conferences with S. Levinson, B. Sandler re DIP (.4); telephone conference re DIP with Creditors' Committee and lenders (.3); correspond with K&E team re same (.3); correspond with K&E team re vendor status (.2); telephone conference with G. Saydeh re same (.4).
Total		436.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018169
Client Matter: 13699-10

In the Matter of Claims Administration and Objections

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 29,859.50

Total legal services rendered

\$ 29,859.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	1.30	325.00	422.50
Rebecca Blake Chaikin	11.40	1,045.00	11,913.00
Susan D. Golden	0.50	1,135.00	567.50
Nitzan Halperin	2.70	705.00	1,903.50
Kevin Scott McClelland	0.40	920.00	368.00
Robert Orren	1.20	430.00	516.00
Kimberly Pageau	17.20	705.00	12,126.00
W. Benjamin Winger	1.80	1,135.00	2,043.00
TOTALS	36.50		\$ 29,859.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/19	Nitzan Halperin	2.10	Research re bar date timeline (1.1); review, analyze precedents re same (.8); correspond with K&E team re same (.2).
08/19/19	Ryan Besaw	1.10	Precedent research re shortened bar date notice.
08/19/19	Susan D. Golden	0.20	Office conference with R. Chaikin, K. Pageau, and N. Halperin re Bar Date procedures.
08/19/19	Kimberly Pageau	5.30	Review SDNY bar date guidelines (.3); prepare timeline for bar date motion and notices (.6); correspond with K&E team re same (.9); review bar date precedent (.6); draft bar date motion (2.9).
08/20/19	Rebecca Blake Chaikin	2.60	Revise bar date motion and order (2.4); correspond with K&E team re same (.2).
08/20/19	Kimberly Pageau	5.60	Review and revise bar date motion (4.9); correspond with K&E team re same (.7).
08/21/19	Rebecca Blake Chaikin	3.40	Correspond with K&E team re bar date motion (.3); coordinate filing of same (.3); review and revise same (2.6); telephone conference with B. Winger re same (.2).
08/21/19	Robert Orren	1.20	Revise bar date motion (.3); prepare same for filing (.4); file same (.3); correspond with N. Halperin re same (.2).
08/21/19	Kimberly Pageau	3.40	Review and revise bar date motion (2.9); correspond with K&E team re same (.5).
08/21/19	W. Benjamin Winger	0.60	Review, revise claims bar date motion (.2); conferences with R. Chaikin re same (.2); research, analyze precedent re same (.2).
08/22/19	Ryan Besaw	0.20	Prepare bar date order.
08/22/19	Rebecca Blake Chaikin	0.30	Correspond with Schulte re comments to bar date order (.1); correspond with Stretto, N. Halperin re form 410 (.1); revise notice of filing (.1).
08/23/19	Nitzan Halperin	0.60	Telephone conference with M. Parish and A. Polansky re creditor escalations (.3); correspond with K. McClelland re same (.2); telephone conference with E. Kehoe re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/19	Susan D. Golden	0.30	Correspond with R. Chaikin re Bar Date requests from K. Manoukian of Schulte.
08/26/19	Rebecca Blake Chaikin	0.50	Analyze comments to bar date order (.3); telephone conference with Schulte re same (.2).
08/26/19	Kevin Scott McClelland	0.40	Review and analyze bar date order.
08/27/19	Rebecca Blake Chaikin	1.30	Mark up Schulte comments to bar date order (.8); correspond with K. Pageau re same (.3); correspond with Schulte re same (.2).
08/27/19	Kimberly Pageau	0.70	Review and revise bar date order.
08/28/19	Kimberly Pageau	0.70	Revise bar date order (.6); correspond with K&E team re same (.1).
08/29/19	Rebecca Blake Chaikin	1.10	Telephone conference with S. Golden re creditor matrix issue (.3); correspond with K&E team, Schulte re bar date order (.4); analyze comments to same (.4).
08/29/19	Kimberly Pageau	0.80	Review and revise bar date order.
08/29/19	W. Benjamin Winger	0.60	Review, revise bar date order (.2); conferences with R. Chaikin re same (.2); research, analyze diligence materials re same (.2).
08/30/19	Rebecca Blake Chaikin	2.10	Telephone conferences with Schulte re bar date order (.4); telephone conference with B. Winger re same (.2); telephone conferences with K. Pageau re same (.2); revise same (.9); correspond with Schulte, K&E re same (.4).
08/30/19	Kimberly Pageau	0.70	Review and revise bar date order.
08/30/19	W. Benjamin Winger	0.60	Review, revise bar date order (.4); conferences with R. Chaikin re same (.2).
08/31/19	Rebecca Blake Chaikin	0.10	Correspond with K&E team re bar date order.
Total		36.50	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018168
Client Matter: 13699-11

In the Matter of Corporate and Securities Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 7,312.00

Total legal services rendered

\$ 7,312.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chad J. Husnick, P.C.	1.50	1,515.00	2,272.50
Emily K.S. Kehoe	0.70	920.00	644.00
Kimberly Pageau	0.30	705.00	211.50
Josh Sussberg, P.C.	2.20	1,565.00	3,443.00
Steve Toth	0.60	1,235.00	741.00
TOTALS	5.30		\$ 7,312.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	Emily K.S. Kehoe	0.70	Review, revise Company presentation re Bankruptcy 101 (.5); correspond with K&E team re same (.2).
08/13/19	Josh Sussberg, P.C.	0.70	Participate on board telephone conference and correspond re board minutes.
08/14/19	Kimberly Pageau	0.30	Review and revise bankruptcy 101 deck.
08/16/19	Steve Toth	0.60	Analyze proposed e-commerce agreements and prepare related correspondence.
08/28/19	Chad J. Husnick, P.C.	0.80	Correspond and conference with J. Sussberg, R. Perry, others re governance issues.
08/29/19	Chad J. Husnick, P.C.	0.20	Correspond and conference with J. Sussberg, others re governance issues.
08/30/19	Chad J. Husnick, P.C.	0.50	Prepare for and attend board meeting.
08/30/19	Josh Sussberg, P.C.	1.50	Participate on board telephone conference and follow-up calls with R. Perry, M. Meghji, and R. Beyer re same.
Total		5.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018167
Client Matter: 13699-12

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 6,944.50

Total legal services rendered

\$ 6,944.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,135.00	567.50
Nitzan Halperin	1.60	705.00	1,128.00
Chad J. Husnick, P.C.	1.40	1,515.00	2,121.00
Emily K.S. Kehoe	2.50	920.00	2,300.00
Kevin Scott McClelland	0.90	920.00	828.00
TOTALS	6.90		\$ 6,944.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Chad J. Husnick, P.C.	1.40	Correspond and conference with various creditors re chapter 11 filing and next steps.
08/12/19	Emily K.S. Kehoe	2.00	Telephone conference with Bank re Company's private label credit card (.5); prepare for same (.2); telephone conference with G. Goldmintz re same (.3); correspond with Company, M-III re same (.5); review, analyze materials re same (.5).
08/22/19	Emily K.S. Kehoe	0.50	Correspond with Bank re Company's credit card program (.3); draft materials re same (.2).
08/22/19	Kevin Scott McClelland	0.90	Correspond with K&E team re creditor communications (.6); organize same (.3).
08/27/19	Nitzan Halperin	1.60	Telephone conference with vendors re inquiries (1.2); correspond with Stretto, K&E team re same (.4).
08/29/19	Susan D. Golden	0.50	Telephone conference with R. Chaikin re creditor matrix motion (.3); telephone conference with A. Leonhard re same (.2).
Total		6.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018166
Client Matter: 13699-13

In the Matter of Creditors' Committee Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 38,861.50

Total legal services rendered

\$ 38,861.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	6.20	1,135.00	7,037.00
Chad J. Husnick, P.C.	2.10	1,515.00	3,181.50
Emily K.S. Kehoe	9.70	920.00	8,924.00
Robert Orren	1.30	430.00	559.00
Kimberly Pageau	0.40	705.00	282.00
Leo Rosenberg	3.50	265.00	927.50
Laura Saal	4.00	430.00	1,720.00
W. Benjamin Winger	14.30	1,135.00	16,230.50
TOTALS	41.50		\$ 38,861.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Susan D. Golden	0.80	Correspond and telephone conference with J. Merks re Organizational Meeting logistics and set-up.
08/08/19	Susan D. Golden	0.90	Finalize Organizational Meeting logistics (.4); correspond with L. Penpraze re same (.1); office conference with J. Sussberg re same (.4).
08/12/19	Susan D. Golden	0.50	Correspond with L. Penpraze and M. Martin re Organizational Meeting logistics (.2); correspond with J. Merk and B. Winger re same (.3).
08/12/19	W. Benjamin Winger	0.60	Review, analyze Creditors' Committee formation meeting issues (.3); conferences with stakeholders, K&E team re same (.3).
08/14/19	W. Benjamin Winger	0.60	Review, analyze Creditors' Committee formation matters (.3); prepare for same (.2); conferences with S. Golden re same (.1).
08/15/19	Susan D. Golden	4.00	Attend Creditors' Committee formation meeting.
08/15/19	Emily K.S. Kehoe	2.00	Attend and prepare for formation meeting.
08/15/19	Leo Rosenberg	3.50	Attend Creditors' Committee formation meeting.
08/15/19	Laura Saal	4.00	Attend Creditors' Committee formation meeting.
08/15/19	W. Benjamin Winger	4.20	Prepare for Creditors' Committee formation meeting (1.7); participate in same (2.1); conferences with Company re same (.4).
08/16/19	Chad J. Husnick, P.C.	2.10	Prepare for and attend telephone conference with B. Sandford, R. Feinstein re case overview, sale process, and DIP (1.2); correspond with J. Sussberg, B. Winger, S. Burian, M. Meghji, D. Vitale, S. Risi, others re same (.9).
08/16/19	W. Benjamin Winger	2.20	Participate in kickoff conference with Creditors' Committee advisors (.7); review, analyze diligence materials for Creditors' Committee (1.1); coordinate sharing of same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/19	W. Benjamin Winger	0.60	Review, analyze Creditors' Committee information requests re contested DIP issues (.3); conferences with Y. French, K&E team re same (.2); conferences with client re same (.1).
08/23/19	Emily K.S. Kehoe	1.20	Correspond with M-III team, K&E team re Committee diligence requests (.5); review, analyze materials re same (.7).
08/23/19	Robert Orren	1.30	Prepare supplemental notice of chapter 11 filing (.8); file same (.2); correspond with K&E working group re same (.3).
08/23/19	W. Benjamin Winger	0.80	Review, analyze Creditors' Committee discovery matters re contested DIP issues (.4); research, analyze diligence materials re same (.2); conferences with Y. French, K&E team re same (.2).
08/27/19	W. Benjamin Winger	0.80	Review, analyze Creditors' Committee comments to various first day orders (.4); review, revise comments re same (.2); conferences with K. McClelland, K&E team re same (.2).
08/28/19	Emily K.S. Kehoe	3.00	Correspond with K&E team re Creditors' Committee comments and inquiries re final orders (1.0); review, revise final orders re same (.5); review, analyze materials re same (1.0); correspond with K&E litigation team re Creditors' Committee diligence requests (.5).
08/28/19	W. Benjamin Winger	2.40	Review, revise first day orders re Creditors' Committee comments (.7); research, analyze diligence materials, precedent re same (.6); multiple conferences with Creditors' Committee, Company, K&E team, DIP lenders re same (1.1).
08/29/19	Emily K.S. Kehoe	3.50	Telephone conference with Creditors' Committee counsel re final orders and inquiries re same (.5); review, analyze materials re same (1.0); correspond with Company, K&E team re same (1.5); review, revise orders re same (.5).
08/30/19	Kimberly Pageau	0.40	Correspond with K&E team and Company re committee diligence requests.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/30/19	W. Benjamin Winger	2.10	Review, revise first day orders re Creditors' Committee comments (1.3); research, analyze precedent, diligence materials re same (.5); conferences with M-III, Company re same (.3).
Total		41.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018165
Client Matter: 13699-15

In the Matter of Employee Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 117,822.50

Total legal services rendered

\$ 117,822.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Abate	0.50	325.00	162.50
Jack N. Bernstein	2.00	1,315.00	2,630.00
Rebecca Blake Chaikin	22.00	1,045.00	22,990.00
Julia R. Foster	0.40	325.00	130.00
Susan D. Golden	0.60	1,135.00	681.00
Nitzan Halperin	13.10	705.00	9,235.50
Chad J. Husnick, P.C.	0.20	1,515.00	303.00
Tatum Ji	7.90	995.00	7,860.50
Emily K.S. Kehoe	3.50	920.00	3,220.00
R.D. Kohut	7.50	1,120.00	8,400.00
Hannah Kupsky	3.40	325.00	1,105.00
Kevin Scott McClelland	7.10	920.00	6,532.00
Annemarie Mierzejewski	2.80	705.00	1,974.00
Rohit Nafday	16.70	1,155.00	19,288.50
Andrew Polansky	7.70	705.00	5,428.50
Laura Saal	0.60	430.00	258.00
Melissa M. Soares	3.50	885.00	3,097.50
Josh Sussberg, P.C.	2.40	1,565.00	3,756.00
W. Benjamin Winger	18.30	1,135.00	20,770.50
TOTALS	120.20		\$ 117,822.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Jack N. Bernstein	2.00	Review CBAs re pension and OPEB issues (1.0); correspond with G. Goldmintz re same (.5); telephone conferences with G. Goldmintz re same (.5).
08/06/19	Julia R. Foster	0.40	Analyze severance spreadsheets data for M. Soares.
08/06/19	Tatum Ji	5.40	Research employee issues (3.5); draft summary re same (1.9).
08/06/19	R.D. Kohut	3.30	Review employee issues (1.4); correspond with M. Soares re same (.1); correspond with J. Sussberg, B. Winger, C. Husnick, and G. Fu re same (.2); correspond with G. Fu re same (.1); draft employee talking points (.7); review union issues (.8).
08/06/19	Melissa M. Soares	1.50	Review and revise employee notice diligence (.5); request assistance from J. Foster re same (.1); internal telephone conference with R. Kohut re necessary items to mail for notices (.2); internal telephone conferences with R. Kohut and T. Ji to discuss research for defense of notice time line (.1); review email correspondence from W. Winger re severance obligations pursuant to various collective bargaining agreements and draft summary of obligations re same (.2); review research findings re employee issues (.4).
08/07/19	Tatum Ji	1.50	Review employee issue (.5); research CA law re-establishments for plant closings (1.0).
08/07/19	R.D. Kohut	1.50	Review employee issues (.5); conference with T. Ji re same (.5); conference with B. Winger re same (.3); conference with G. Fu re same (.2).
08/07/19	Melissa M. Soares	0.30	Review research re federal and state matters for compliance issues (.2); review email correspondence between R. Kohut, T. Ji, and client re same (.1).
08/08/19	R.D. Kohut	0.80	Review employee information requests (.4); conferences with T. Ji, M. Soares, B. Winger and G. Fu re same (.3); review union arbitration issues (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	Melissa M. Soares	0.70	Review state laws and regulations re claims and draft summary of same (.4); telephone conference with R. Kohut re employer requirements re same (.3).
08/08/19	Josh Sussberg, P.C.	0.20	Correspond with parties re severance.
08/08/19	W. Benjamin Winger	1.60	Review, analyze employee severance matter (.8); telephone conferences with company, C. Husnick re same (.5); review, revise materials re same (.3).
08/09/19	R.D. Kohut	0.80	Draft severance section for store closing motion (.3); telephone conference with B. Winger re same (.1); telephone conference with G. Fu re unemployment issues (.2); review same (.2).
08/09/19	Melissa M. Soares	1.00	Research re state employee matters (.3); draft summary of same for R. Kohut (.3); correspond with Company re re same (.1); research re union-related matters (.1); provide case law and summary of same to R. Kohut (.2).
08/09/19	W. Benjamin Winger	5.80	Review, revise motion re employee severance (3.7); research, analyze diligence materials, precedent re same (1.2); telephone conferences with Company, K&E team re same (.9).
08/11/19	Tatum Ji	0.20	Review union benefits payment materials.
08/12/19	R.D. Kohut	0.20	Review union claims matters (.1); telephone conference with B. Winger and G. Fu re same (.1).
08/12/19	Laura Saal	0.60	Research precedent re notice of filing consulting agreement (.4); correspond with E. Kehoe re same (.2).
08/13/19	Rohit Nafday	1.30	Draft incentive plan term sheet (1.1); telephone conference with B. Winger re incentive plan targets (.2).
08/14/19	R.D. Kohut	0.10	Review union notice of suggestion.
08/15/19	Rebecca Blake Chaikin	0.20	Correspond with K&E team, M-III, and Houlihan re sales incentive plan.
08/15/19	R.D. Kohut	0.10	Review employment correspondence and notice of suggestion.
08/17/19	Josh Sussberg, P.C.	0.10	Correspond with K&E team re incentive plan.
08/18/19	Rohit Nafday	0.20	Telephone conference with Houlihan Lokey, K&E team re targets for sale incentive plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/18/19	W. Benjamin Winger	0.30	Review, analyze employee matter (.2); telephone conferences with R. Chaikin, K&E team re same (.1).
08/19/19	Rebecca Blake Chaikin	1.20	Telephone conferences with R. Nafday re sale incentive plan term sheet (.4); telephone conference with C. Khoury re same (.1); telephone conference with Houlihan, M-III, R. Nafday re same (.4); correspond with K&E team, Houlihan, M-III re same (.3).
08/19/19	Chad J. Husnick, P.C.	0.20	Correspond with S. Risi, G. Good, M. Meghji, union counsel, G. Fu, B. Winger re 401(k) and union dues.
08/19/19	Tatum Ji	0.80	Review employee matters diligence materials.
08/19/19	R.D. Kohut	0.20	Telephone conference with M-III Partners re employee issues.
08/19/19	Annemarie Mierzejewski	0.50	Participate in telephone conference with bank re sale incentive plan.
08/19/19	Rohit Nafday	0.50	Telephone conference with M-III and Houlihan Lokey re sale incentive plan structure.
08/20/19	R.D. Kohut	0.10	Review union claim notice.
08/20/19	Rohit Nafday	0.90	Review and revise sale incentive plan term sheet.
08/21/19	Rebecca Blake Chaikin	2.30	Telephone conference with R. Nafday re Incentive Plan (.2); review and revise term sheet re same (1.3); correspond with R. Nafday re motion to approve same (.5); telephone conference with B. Winger re same (.3).
08/21/19	R.D. Kohut	0.20	Review union correspondence and benefits issues.
08/21/19	Rohit Nafday	2.10	Review and analyze DIP and administrative claim valuation model (.2); review and revise sale incentive plan term sheet (1.1); telephone conference with R. Chaikin re same (.3); telephone conference with Houlihan Lokey and M-III re sale incentive plan targets (.5).
08/21/19	Andrew Polansky	0.20	Correspond with R. Chaikin re sales incentive plan deck.
08/21/19	Josh Sussberg, P.C.	0.10	Correspond with K&E team re management incentive plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/19	W. Benjamin Winger	0.30	Review, analyze employee matters (.2); telephone conferences with R. Kohut, K&E team re same (.1).
08/22/19	Anthony Abate	0.50	Draft template KEIP motion.
08/22/19	Rebecca Blake Chaikin	0.80	Review precedent board presentations re incentive plans (.4); correspond with A. Polansky, R. Nafday re same (.4).
08/22/19	Emily K.S. Kehoe	3.50	Draft incentive program motion (2.0); correspond with R. Chaikin, N. Halperin re same (.5); review, analyze materials re same (1.0).
08/22/19	R.D. Kohut	0.20	Review union arbitration issues.
08/22/19	Hannah Kupsky	1.40	Pull precedent re KEIP motions (.7); pull precedent re KEIP declarations (.3); prepare shell re KEIP (.4).
08/22/19	Kevin Scott McClelland	4.80	Confer and correspond with K&E team re employee issues (2.3); research and analyze issues re same (2.5).
08/22/19	Rohit Nafday	0.20	Review and revise board presentation re sales incentive plan.
08/22/19	W. Benjamin Winger	0.60	Review, analyze employee matter (.3); telephone conferences with K. McClelland, K&E team re same (.2); telephone conference with Company re same (.1).
08/23/19	Rebecca Blake Chaikin	2.60	Telephone conference with R. Nafday and Katzke re Incentive Plan (.5); revise presentation to the board re same (2.1).
08/23/19	Nitzan Halperin	4.70	Revise KEIP Motion (3.4); review analyze precedents re same (1.3).
08/23/19	Annemarie Mierzejewski	0.50	Participate in telephone conference with executive compensation and K&E teams re incentive plan.
08/23/19	Rohit Nafday	1.10	Telephone conference with Katzke & Morgenbesser re sales incentive plan term sheet (.5); review and revise same (.6).
08/23/19	Andrew Polansky	2.30	Revise powerpoint re sales incentive plan motion (2.2); correspond with R. Nafday re same (.1).
08/23/19	Josh Sussberg, P.C.	0.50	Telephone conference with D. Vitale re incentive and retention plan (.3); telephone conference with M. Meighji re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/24/19	Rohit Nafday	0.20	Review and revise sale incentive plan term sheet.
08/25/19	Rebecca Blake Chaikin	2.00	Correspond with K&E team re incentive plan (.2); review revised term sheet re same (.4); revise board presentation for same (1.4).
08/25/19	Susan D. Golden	0.60	Telephone conference with R. Chaikin re KEIP motion.
08/25/19	Nitzan Halperin	1.60	Draft declaration in support of the KEIP Motion (.9); research for precedent re same (.6); correspond with R. Chaikin and K&E team re same (.1).
08/25/19	Hannah Kupsky	1.20	Draft shell re KEIP declaration (.5); pull precedent re same (.2); research re declarations re Mo Meghji background sections (.5).
08/25/19	Rohit Nafday	0.70	Review and revise board presentation re sales incentive plan.
08/26/19	Rebecca Blake Chaikin	1.40	Telephone conference with K&E team re board presentation re Incentive Plan (.3); review comments to same (.5); correspond with K&E team re same (.2); correspond with A. Polansky re action items re same (.2); correspond with E. Kehoe and N. Halperin re motion to approve Incentive Plan (.1); correspond with Houlihan and M-III re comps (.1).
08/26/19	Nitzan Halperin	5.10	Draft Incentive Program declaration (3.6); review analyze precedents re same (.9); telephone conference with K&E team re board deck re Incentive Program (.3); correspond with K&E team re same (.3).
08/26/19	Hannah Kupsky	0.80	Pull precedent re KEIP motions (.5); correspond with N. Halperin re same (.1); pull orders re same (.2).
08/26/19	Kevin Scott McClelland	0.90	Analyze employee issues (.5); correspond with B. Winger re same (.4).
08/26/19	Annemarie Mierzejewski	0.50	Prepare and participate in telephone conference with K&E team re board meeting and compensation plan.
08/26/19	Rohit Nafday	1.60	Telephone conference with K&E team re sales incentive plan (.5); review and revise board deck (.6); review and revise sale incentive plan term sheet (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/26/19	Andrew Polansky	2.80	Conference with R. Chaikin, K&E team re sales incentive power point (.3); telephone conference with R. Chaikin re same (.1); revise power point (1.8); correspond with K&E, M-III, Houlihan Lokey teams re same (.6).
08/26/19	Josh Sussberg, P.C.	0.40	Correspond K&E team re incentive plan and status.
08/27/19	Rebecca Blake Chaikin	0.70	Correspond with K&E team, Houlihan, M-III re Incentive Plan.
08/27/19	Nitzan Halperin	1.70	Revise KEIP Declaration (1.4); office conference with E. Kehoe re same (.3).
08/27/19	Kevin Scott McClelland	1.40	Analyze employee issues (.8); correspond with K&E team re same (.6).
08/27/19	Rohit Nafday	2.10	Draft sale incentive plan and award letter.
08/27/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re incentive plan.
08/27/19	W. Benjamin Winger	0.40	Review, analyze employee matter (.2); telephone conferences with K. McClelland, K&E team re same (.2).
08/28/19	Rebecca Blake Chaikin	0.30	Correspond with A. Polansky re board presentation for incentive plan (.1); review same (.2).
08/28/19	Rohit Nafday	0.10	Telephone conference with B. Winger re sales incentive plan.
08/28/19	Andrew Polansky	1.00	Revise Sales Incentive Plan Deck (.6); correspond with R. Chaikin, K&E team re same (.4).
08/28/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re incentive plan.
08/28/19	W. Benjamin Winger	1.90	Review, revise incentive plan materials, including board materials (1.1); research, analyze diligence materials re same (.5); telephone conferences with M-III, Company re same (.3).
08/29/19	Rebecca Blake Chaikin	0.80	Telephone conference with Katzke, K&E team re Incentive Plan (.3); telephone conference with R. Nafday re same (.3); correspond with M-III and Houlihan re same (.2).
08/29/19	Annemarie Mierzejewski	1.30	Review and revise maximization incentive plan (1.0); participate in telephone conference re reimbursement of attorney's fees (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/29/19	Rohit Nafday	3.60	Telephone conference with Katzke & Morgenbesser re incentive plan terms (.5); review and revise incentive plan term sheet (.2); revise draft of incentive plan and award letter (2.9).
08/29/19	Andrew Polansky	1.40	Correspond with B. Winger re Sales Incentive Plan deck (.1); revise same (1.3).
08/29/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re incentive plan.
08/29/19	W. Benjamin Winger	4.80	Review, revise incentive plan materials, including board materials (3.1); research, analyze precedent, diligence materials re same (.9); telephone conferences with M-III, Company, J. Sussberg re same (.8).
08/30/19	Rebecca Blake Chaikin	0.60	Telephonically attend board meeting re incentive plan (.4); correspond with K&E team re same (.2).
08/30/19	Rohit Nafday	2.10	Telephone conference with K&E team, board of directors re incentive plan (.5); telephone conference with Katzke & Morgenbesser re sales incentive plan (.3); review and revise sales incentive plan (1.3).
08/30/19	Josh Sussberg, P.C.	0.20	Telephone conference with M. Katzke re incentive plan.
08/30/19	W. Benjamin Winger	2.60	Review, analyze incentive plan matters (1.2); research, analyze diligence materials re same (.5); telephone conferences with Company, M-III re same (.4); participate in board meeting re same (.5).
08/31/19	Rebecca Blake Chaikin	9.10	Review precedent re KEIP motions and declarations (1.7); revise incentive plan declaration (5.4); review materials re same (1.3); review incentive plan document (.7).
Total		120.20	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018164
Client Matter: 13699-16

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 24,145.00

Total legal services rendered

\$ 24,145.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin Scott McClelland	8.50	920.00	7,820.00
Robert Orren	3.00	430.00	1,290.00
Kimberly Pageau	6.10	705.00	4,300.50
Madeleine C. Parish	6.30	805.00	5,071.50
Andrew Polansky	0.50	705.00	352.50
Laura Saal	1.00	430.00	430.00
W. Benjamin Winger	4.30	1,135.00	4,880.50
TOTALS	29.70		\$ 24,145.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	W. Benjamin Winger	0.90	Review, analyze lessor matters (.4); research, analyze diligence materials re same (.3); conferences with Company, lessors counsel re same (.2).
08/10/19	Madeleine C. Parish	2.10	Review and analyze precedent re store closing consultation agreements (2.0); correspond with B. Winger re same (.1).
08/11/19	Madeleine C. Parish	2.40	Review and analyze comments to store closing motion (1.3); correspond with K&E team re same (1.1).
08/12/19	Kimberly Pageau	6.10	Research case law re 365(d)(3) and rent matters (3.2); correspond with K&E team re same (.6); further research case law re rent matters (2.3).
08/13/19	Madeleine C. Parish	1.80	Review comments and precedent re store closing motion (1.5); correspond with B. Winger re same (.3).
08/17/19	Kevin Scott McClelland	1.10	Review and revise contract procedures motion.
08/20/19	Kevin Scott McClelland	0.70	Review and revise contract procedures motion (.4); correspond with K&E team re same (.3).
08/20/19	Andrew Polansky	0.50	Review, analyze executory contract motion.
08/20/19	W. Benjamin Winger	1.40	Review, revise 365 procedures motion (.5); research, analyze diligence materials, precedent re same (.2); telephone conferences with K. McClelland re same (.1); review, revise schedule to lease rejection relief requested (.2); telephone conferences with landlord's counsel re same (.2); telephone conferences with E. Kehoe re same (.2).
08/21/19	Kevin Scott McClelland	1.40	Review and revise contract procedures motion (.8); correspond with K&E team re same (.6).
08/21/19	Robert Orren	1.30	Correspond with A. Polansky re lease rejection procedures precedent (.4); prepare for filing of assumption and rejection procedures motion (.4); file same (.3); correspond with K. McClelland re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/19	W. Benjamin Winger	0.60	Review, revise motion re 365 procedures (.3); telephone conferences with K. McClelland, K&E team, DIP lenders re same (.2); coordinate filing of same (.1).
08/21/19	W. Benjamin Winger	0.40	Review, analyze rejection order matters (.2); telephone conferences with landlords, K. McClelland re same (.2).
08/23/19	Kevin Scott McClelland	1.00	Correspond with multiple parties re contract issues (.7); analyze issues re same (.3).
08/23/19	Robert Orren	1.50	Draft motion re lease matters (1.3); correspond with A. Polansky re same (.2).
08/26/19	W. Benjamin Winger	0.70	Review, analyze contract procedures matters (.2); telephone conferences with K. McClelland re same (.2); review, analyze lease payment issues (.2); telephone conferences with M-III re same (.1).
08/27/19	Kevin Scott McClelland	3.00	Review and revise contract procedures (.7); correspond with K&E team re same (1.2); correspond with K&E team re store closing procedures (1.1).
08/28/19	Kevin Scott McClelland	1.30	Correspond with K&E team re store closing procedures.
08/28/19	Robert Orren	0.20	Correspond with M. Parish re notice of additional lease rejection precedent.
08/28/19	Laura Saal	1.00	Research precedent re notice of lease rejection (.4); prepare notice of filing of lease rejection (.4); correspond with M. Parish re same (.2).
08/28/19	W. Benjamin Winger	0.30	Review, analyze contract procedures matters (.2); telephone conferences with K. McClelland re same (.1).
Total		29.70	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018163
Client Matter: 13699-17

In the Matter of Hearings

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 119,408.50

Total legal services rendered

\$ 119,408.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	0.20	325.00	65.00
Yates French	10.70	1,120.00	11,984.00
Susan D. Golden	6.00	1,135.00	6,810.00
Gene S. Goldmintz	8.50	995.00	8,457.50
Chad J. Husnick, P.C.	9.70	1,515.00	14,695.50
Katie Kane	0.60	265.00	159.00
Emily K.S. Kehoe	22.00	920.00	20,240.00
Hannah Kupsky	2.80	325.00	910.00
Kevin Scott McClelland	1.00	920.00	920.00
Casey James McGushin	1.20	1,025.00	1,230.00
Robert Orren	7.40	430.00	3,182.00
Kimberly Pageau	1.70	705.00	1,198.50
Madeleine C. Parish	4.10	805.00	3,300.50
Leo Rosenberg	21.90	265.00	5,803.50
Laura Saal	39.90	430.00	17,157.00
Daryl L. Steiger	3.10	920.00	2,852.00
Josh Sussberg, P.C.	2.00	1,565.00	3,130.00
Logan Taylor Wiggins	9.00	360.00	3,240.00
W. Benjamin Winger	12.40	1,135.00	14,074.00
TOTALS	164.20		\$ 119,408.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Yates French	10.70	Prepare for and attend first day hearing (5.5); prepare for and present witness at first day hearing (5.2).
08/06/19	Susan D. Golden	5.00	Prepare for first day hearing (4.5); correspond with E. Kehoe re first day hearing talking points (.5).
08/06/19	Gene S. Goldmintz	7.50	Prepare for first day hearing, including coordinate printing and logistics (5.0); attend same (2.5).
08/06/19	Chad J. Husnick, P.C.	7.30	Prepare for first day hearing (4.6); attend first day hearing (2.7).
08/06/19	Emily K.S. Kehoe	12.50	Attend and participate in first day hearing (4.0); draft, review, and revise talking points re same (3.5); coordinate and correspond with K&E team re same (1.0); review, revise first day orders re record established at the hearing (2.5); correspond with K&E team re same (1.5).
08/06/19	Leo Rosenberg	8.40	Prepare hearing binders for Judge Morris and A. Leonhard (2.0); prepare materials for Chapter 11 (5.0); prepare and deliver Debtor in Possession and First Day Declaration motions for Judge Morris and A. Leonhard (1.0); prepare supplies for hearing (.4).
08/06/19	Leo Rosenberg	2.50	Attend hearing re first day pleadings.
08/06/19	Daryl L. Steiger	2.30	Telephonically attend first day hearing.
08/06/19	Logan Taylor Wiggins	8.00	Prepare for First Day Hearing (6.0); attend First Day Hearing (2.0).
08/06/19	W. Benjamin Winger	5.40	Review, revise talking points re first day hearing (1.2); prepare for same (1.3); participate in same (2.9).
08/07/19	Emily K.S. Kehoe	5.50	Review, revise interim orders (1.5); correspond with G. Goldmintz, K&E team re entry of same (1.0); correspond with Chambers re entry of same (.5); draft, revise notices of hearing (1.0); review, analyze precedent re same (.5); correspond with K&E team, Chambers re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Laura Saal	8.60	Prepare draft shell of notice of hearing re DIP motion (.7); review and revise same (.3); prepare draft shell of notice of hearing re utilities (.7); review and revise same (.3); prepare draft shell of second day hearing (1.1); review and revise same (.3); research re notice of second day hearing (.4); correspond with E. Kehoe re same (.2); prepare redlines re notices of hearing (.7); prepare filing versions of notices of hearing (.6); prepare for and electronic filing of notice of hearing re utilities (.7); coordinate service of same (.2); prepare for and electronic filing of second day hearing (.8); coordinate service of same (.2); prepare for and electronic filing of DIP notice of hearing (.8); coordinate service of same (.2); correspond with G. Goldmintz re first day transcript (.2); telephone conference with Veritext re same (.2).
08/11/19	Hannah Kupsky	2.00	Prepare agenda re August 14 hearing and revise re same (.8); prepare notice re revised order and revise re same (.2); correspond with team and prepare for filings re same (1.0).
08/12/19	Laura Saal	3.40	Review and revise August 14 hearing agenda (.7); prepare filing version of same (.2); prepare for and electronic filing of agenda (2.3); prepare service of same (.2).
08/13/19	Laura Saal	6.70	Review and revise agenda (.4); prepare hearing binders for August 14 hearing (3.6); prepare loose copies of all pleadings related to the store closing motion (1.8); review and organize same (.9).
08/14/19	Susan D. Golden	1.00	Conference with L. Saal and M. Parish re DIP hearing and logistics therefore.
08/14/19	Gene S. Goldmintz	1.00	Attend hearing.
08/14/19	Chad J. Husnick, P.C.	1.60	Attend hearing re second interim DIP order.
08/14/19	Katie Kane	0.60	Prepare for and attend hearing.
08/14/19	Casey James McGushin	1.20	Attend hearing on second interim DIP motion and store closing motion.
08/14/19	Kimberly Pageau	0.80	Prepare for and telephonically attend DIP and store closing hearing.
08/14/19	Madeleine C. Parish	4.10	Prepare for hearing re store closing (2.2); attend hearing re store closing and DIP (1.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/19	Leo Rosenberg	5.50	Prepare for hearing (4.5); attend hearing on debtor in possession and store closing (1.0).
08/14/19	Laura Saal	11.00	Coordinate conference room and printers for August 14 hearing (1.); correspond with B. Winger same (.3); review and revise hearing agenda (.4); electronic filing of same (.3); coordinate service of same (.2); prepare additional copies of interim orders re DIP and store closing and organize same (1.8); attend hearing (3.4); prepare for and upload store closing interim order for entry by chambers (1.5); prepare for and upload second interim DIP order for entry by chambers (2.1).
08/14/19	Daryl L. Steiger	0.80	Attend debtor in possession and store closure hearing.
08/14/19	Josh Sussberg, P.C.	2.00	Attend hearing on final DIP and store closing (1.0); coordinate re same (.5); correspond with K&E team re sale process (.5).
08/14/19	W. Benjamin Winger	3.80	Prepare for store closing, second interim DIP hearing (1.7); review, revise materials re same (.9); participate in same (.8); telephone conferences with stakeholders re same (.4).
08/15/19	Laura Saal	0.80	Prepare draft agenda for August 21 hearing.
08/20/19	Robert Orren	3.20	Revise August 21 hearing agenda (.6); file same (.2); prepare materials for hearing (2.4).
08/20/19	Leo Rosenberg	1.80	Prepare materials for hearing.
08/21/19	Ryan Besaw	0.20	Arrange telephonic appearances re August 21 and Sept. 4 hearings.
08/21/19	Chad J. Husnick, P.C.	0.80	Prepare for and attend hearing re bidding procedures.
08/21/19	Emily K.S. Kehoe	4.00	Prepare for hearing on utilities motion (2.0); attend and present at same (1.5); correspond with K&E team re preparation for same (.5).
08/21/19	Hannah Kupsky	0.80	Assist with hearing preparation.
08/21/19	Kevin Scott McClelland	1.00	Prepare for bidding procedures hearing (.5); attend bidding procedures hearing (.5).
08/21/19	Robert Orren	4.20	Prepare materials for hearing (2.8); attend same (1.4).
08/21/19	Kimberly Pageau	0.90	Prepare for and telephonically attend utilities hearing.
08/21/19	Leo Rosenberg	1.20	Prepare materials for hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/21/19	W. Benjamin Winger	3.20	Prepare for hearing re bid procedures (1.1); review, revise talking points re same (.6); telephone conferences with DIP lenders, Creditors' Committee, C. Husnick, K&E team re same (.9); participate in hearing (.6).
08/27/19	Laura Saal	1.90	Prepare agenda for second day hearing.
08/28/19	Laura Saal	0.20	Correspond with L. Wiggins re September 4 hearing logistics.
08/29/19	Laura Saal	0.60	Review and revise hearing agenda for September 4.
08/29/19	Logan Taylor Wiggins	1.00	Plan and prepare logistics for DIP hearing.
08/30/19	Leo Rosenberg	2.50	Prepare and organize materials for September 4 hearing.
08/30/19	Laura Saal	6.70	Review and revise hearing agenda (.7); prepare hearing binder re DIP pleadings (1.2); prepare binder re store closing pleadings (.9); prepare binder re uncontested pleadings (1.1); prepare and organize loose copies of DIP pleadings (.9); prepare and organize pleadings re store closing (.8); prepare and organize loose copies of contested pleadings (1.1).
Total		164.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018162
Client Matter: 13699-18

In the Matter of Insurance and Surety Matters

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 3,965.50

Total legal services rendered

\$ 3,965.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chad J. Husnick, P.C.	1.00	1,515.00	1,515.00
Emily K.S. Kehoe	0.60	920.00	552.00
Kimberly Pageau	0.60	705.00	423.00
W. Benjamin Winger	1.30	1,135.00	1,475.50
TOTALS	3.50		\$ 3,965.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	W. Benjamin Winger	0.30	Review, analyze insurance matter (.2); telephone conferences with Company, M-III re same (.1).
08/22/19	Emily K.S. Kehoe	0.60	Correspond with C. Husnick re insurance providers (.1); review, analyze materials re same (.5).
08/22/19	W. Benjamin Winger	0.40	Review, analyze insurance matters (.2); telephone conferences with M-III, C. Husnick re same (.2).
08/23/19	Chad J. Husnick, P.C.	1.00	Telephone conference with G. Fu, E. Kehoe, B. Winger and F. Frantz re insurance payments and budget questions.
08/27/19	Kimberly Pageau	0.40	Review insurance motion and order.
08/28/19	Kimberly Pageau	0.20	Revise final insurance order.
08/29/19	W. Benjamin Winger	0.60	Review, analyze insurance order matters (.2); conferences with Chubb re same (.2); review, revise order re same (.2).
Total		3.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018161
Client Matter: 13699-19

In the Matter of K&E Retention & Fee Applications

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 113,829.00

Total legal services rendered

\$ 113,829.00

Legal Services for the Period Ending August 31, 2019 Pg 168 of 365 Invoice Number: 1050018161
 Barneys New York, Inc. Matter Number: 13699-19
 K&E Retention & Fee Applications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alli Beckett	4.00	295.00	1,180.00
Michael Y. Chan	8.50	255.00	2,167.50
Susan D. Golden	3.30	1,135.00	3,745.50
Nitzan Halperin	5.60	705.00	3,948.00
Chad J. Husnick, P.C.	1.30	1,515.00	1,969.50
Katie Kane	0.40	265.00	106.00
Emily K.S. Kehoe	62.50	920.00	57,500.00
Hannah Kupsky	0.10	325.00	32.50
Kevin Scott McClelland	7.10	920.00	6,532.00
Eric Nyberg	13.00	255.00	3,315.00
Carrie Therese Oppenheim	0.50	430.00	215.00
Kimberly Pageau	37.90	705.00	26,719.50
Laura Saal	6.00	430.00	2,580.00
Kenneth Sampson	2.50	380.00	950.00
Josh Sussberg, P.C.	0.60	1,565.00	939.00
W. Benjamin Winger	1.70	1,135.00	1,929.50
TOTALS	155.00		\$ 113,829.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Alli Beckett	4.00	Organize and review of disclosures relating to all original creditors/entities.
08/07/19	Emily K.S. Kehoe	2.00	Research, analyze precedent re retention applications and filing of same (1.0); draft findings re same (.5); correspond with G. Goldmintz, K&E team re same (.5).
08/07/19	Laura Saal	1.90	Prepare draft shell of K&E retention application.
08/08/19	Kimberly Pageau	1.10	Revise interested parties list for conflicts review and noticing (.8); correspond with K&E team and advisors re same (.3).
08/08/19	Kimberly Pageau	0.80	Review and revise K&E retention materials.
08/08/19	Laura Saal	1.10	Prepare draft shell re Interim Compensation (.9); correspond with E. Kehoe re same (.2).
08/09/19	Michael Y. Chan	1.50	Organize and prepare parties for conflicts searching for creditors/entities (.5); analyze disclosure of creditors/entities (.5); organize and review of disclosures re creditors/entities (.5).
08/09/19	Eric Nyberg	3.00	Organize and prepare parties for conflicts searching for creditors/entities (.5); research parent Company for creditors/entities (1.0); research parent Company for creditors/entities (1.5).
08/12/19	Kimberly Pageau	0.60	Review and revise K&E retention application.
08/12/19	Kimberly Pageau	0.70	Update interested parties list.
08/13/19	Katie Kane	0.40	Pull precedent re K&E retention applications.
08/13/19	Kimberly Pageau	3.90	Review and analyze K&E retention application precedent (.3); review and revise K&E retention application (2.9); review and revise other K&E retention materials (.3); correspond with K&E team re same (.4).
08/14/19	Kimberly Pageau	2.70	Review and analyze conflicts reports (1.4); review and revise K&E retention application (1.3).
08/15/19	Michael Y. Chan	0.50	Organize and prepare parties for conflicts searching for creditors/entities.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/15/19	Emily K.S. Kehoe	5.00	Review, revise K&E retention application (2.0); review, analyze conflict reports (2.5); correspond with K. Pageau re same (.5).
08/15/19	Hannah Kupsky	0.10	Pull precedent re K&E retention.
08/15/19	Eric Nyberg	1.00	Research for creditors/entities (.5); analyze disclosure of creditors/entities (.5)
08/15/19	Kimberly Pageau	7.90	Review and analyze conflicts reports (4.9); telephone conference and correspond with E. Kehoe re same (1.9); revise K&E retention application (1.1).
08/16/19	Michael Y. Chan	3.50	Draft schedule 1 for K&E retention declaration.
08/16/19	Emily K.S. Kehoe	12.00	Review, revise K&E retention application (4.0); correspond with K&E billing team, K. Pageau re same (.5); review, analyze billing materials, rates re same (1.0); review, analyze conflict reports (4.0); draft findings re same (2.5).
08/16/19	Eric Nyberg	2.50	Search and pull engagement letters (1.5); draft and send RFC correspondence (1.0).
08/16/19	Kimberly Pageau	5.00	Review conflicts reports and engagement letters for K&E retention application.
08/17/19	Kimberly Pageau	2.10	Review conflicts reports and engagement letters for K&E retention application.
08/18/19	Susan D. Golden	1.10	Review and revise K&E retention application (1.0); correspond with E. Kehoe and B. Winger re same (.1).
08/18/19	Emily K.S. Kehoe	3.00	Correspond with K&E team re conflicts review process (.5); review, analyze conflicts results (2.0); review, revise K&E retention application re same (.5).
08/18/19	Kimberly Pageau	3.20	Correspond with K&E team re K&E retention application (.5); review K&E retention application precedent (.4); review conflicts reports and engagement letters (2.3).
08/19/19	Emily K.S. Kehoe	3.50	Review, analyze conflict reports (2.0); review, revise K&E retention application (1.5).
08/19/19	Eric Nyberg	0.50	Review K&E retention application.
08/19/19	Kimberly Pageau	0.60	Correspond with K&E team re conflicts specific disclosures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/20/19	Susan D. Golden	0.50	Review and revise Monthly/Interim Compensation Motion (.3); correspond with E. Kehoe with comments thereto (.2).
08/20/19	Emily K.S. Kehoe	7.00	Review, analyze conflict reports (4.0); review, revise K&E retention application (2.5); correspond with K. Pageau, K&E team re same (.5).
08/20/19	Kimberly Pageau	0.70	Review and analyze conflicts reports re specific disclosures (.3); correspond with K&E team re same (.4).
08/21/19	Emily K.S. Kehoe	6.00	Review conflict reports (3.5); draft findings re same (2.0); correspond with K. Pageau re same (.5).
08/23/19	Emily K.S. Kehoe	5.00	Review, revise K&E retention application (3.0); correspond with B. Winger, K&E team re same (1.0); review conflict reports (1.0).
08/23/19	Eric Nyberg	4.00	Organize and prepare parties for conflicts searching for creditors/entities (1.0); research for creditors/entities (1.0); analyze disclosure of creditors/entities (2.0).
08/23/19	W. Benjamin Winger	0.90	Review, revise K&E retention application (.5); research, analyze diligence materials re same (.2); telephone conferences with E. Kehoe, K&E team re same (.2).
08/24/19	Nitzan Halperin	4.50	Revise K&E retention application (3.9); correspond with E. Kehoe and K&E team re same (.6).
08/24/19	Emily K.S. Kehoe	1.00	Correspond with N. Halperin re K&E retention application (.5); review, analyze revisions to same (.5).
08/24/19	Josh Sussberg, P.C.	0.60	Review and revise K&E retention application.
08/25/19	Kevin Scott McClelland	3.80	Review and revise K&E retention materials.
08/26/19	Michael Y. Chan	3.00	Draft schedules 1 & 2 for K&E retention declaration.
08/26/19	Susan D. Golden	1.00	Correspond with A. Yenamandra and E. Kehoe re K&E retention application revisions (.5); review C. Husnick revisions to K&E retention application (.5).
08/26/19	Nitzan Halperin	1.10	Correspond with E. Kehoe, K&E team re K&E retention application (.9); revise same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/26/19	Chad J. Husnick, P.C.	0.90	Review and revise K&E retention application (.8); correspond with B. Winger, E. Kehoe re same (.1).
08/26/19	Emily K.S. Kehoe	8.00	Review, revise K&E retention application (3.0); correspond with K&E team re same (2.0); review, analyze conflict reports (3.0).
08/26/19	Kevin Scott McClelland	2.60	Review and revise K&E retention materials.
08/26/19	Eric Nyberg	2.00	Analyze disclosure of creditors/entities.
08/26/19	Carrie Therese Oppenheim	0.50	Review precedent re K&E retention applications.
08/26/19	Kimberly Pageau	8.10	Revise K&E retention materials (7.0); correspond with K&E team re same (1.1).
08/26/19	Kenneth Sampson	2.50	Organize and review disclosures re all creditors/entities.
08/26/19	W. Benjamin Winger	0.40	Review, analyze K&E retention matters (.2); telephone conferences with E. Kehoe, K&E team re same (.2).
08/27/19	Susan D. Golden	0.70	Telephone conferences with E. Kehoe re comments to K&E retention application (.3); review K&E retention application (.4).
08/27/19	Chad J. Husnick, P.C.	0.40	Review and revise K&E retention application.
08/27/19	Emily K.S. Kehoe	10.00	Review, revise K&E retention application (3.5); correspond with C. Husnick, K&E team re same (2.0); review, analyze conflict reports re same (2.5); prepare same for filing (2.0).
08/27/19	Kevin Scott McClelland	0.70	Correspond with K&E team re retention application.
08/27/19	Kimberly Pageau	0.50	Review and revise K&E retention materials.
08/27/19	Laura Saal	2.70	Research precedent re K&E retention applications and billing rates (.9); prepare for and assist K. Kane with filing K&E retention application (.9); prepare for and assist K. Kane with filing of Interim Comp Motion (.9).
08/27/19	W. Benjamin Winger	0.40	Review, analyze K&E retention matters (.2); telephone conferences with E. Kehoe, K&E team re same (.2).
08/28/19	Laura Saal	0.30	Correspond with S. Golden re retention matters.

Total 155.00

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018160
Client Matter: 13699-20

In the Matter of Non-K&E Retention & Fee Applications

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 46,587.50

Total legal services rendered

\$ 46,587.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	1.00	325.00	325.00
Susan D. Golden	9.60	1,135.00	10,896.00
Nitzan Halperin	0.40	705.00	282.00
Katie Kane	9.80	265.00	2,597.00
Emily K.S. Kehoe	8.20	920.00	7,544.00
Hannah Kupsky	0.10	325.00	32.50
Kevin Scott McClelland	5.40	920.00	4,968.00
Robert Orren	2.90	430.00	1,247.00
Kimberly Pageau	11.80	705.00	8,319.00
Madeleine C. Parish	5.90	805.00	4,749.50
Laura Saal	8.30	430.00	3,569.00
Josh Sussberg, P.C.	0.30	1,565.00	469.50
W. Benjamin Winger	1.40	1,135.00	1,589.00
TOTALS	65.10		\$ 46,587.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/08/19	Emily K.S. Kehoe	0.50	Correspond with G. Goldmintz, K&E team re retention applications (.5).
08/08/19	Laura Saal	1.10	Prepare draft shell of OCP motion (.9); correspond with E. Kehoe re same (.2).
08/12/19	Katie Kane	2.90	Draft various retention application shells.
08/12/19	Emily K.S. Kehoe	6.00	Review, revise interim compensation motion (1.5); research, analyze precedent re same (1.5); correspond with G. Goldmintz, S. Golden re same (.5); review, revise ordinary course professionals motion (1.0); correspond with K&E, M-III, and Company re same (.5); research, analyze precedent re same (1.0).
08/12/19	Kimberly Pageau	0.50	Review and revise Stretto 327 retention application.
08/12/19	Laura Saal	2.80	Prepare draft retention application for PwC (1.9); correspond with E. Kehoe re same (.2); research re precedent for OCP motions (.4); correspond with E. Kehoe re M-III and Katten retention applications (.3).
08/13/19	Hannah Kupsky	0.10	Correspond with M. Parish re PWC retention application.
08/13/19	Kimberly Pageau	3.70	Review and revise Stretto 327 retention application.
08/14/19	Kimberly Pageau	0.30	Review and revise Stretto 327 retention application.
08/16/19	Ryan Besaw	0.40	Research restructuring advisor retention application precedent (.3); correspond with K&E team re same (.1).
08/16/19	Susan D. Golden	2.60	Review and revise Stretto's 327(a) retention application (.4); correspond with K. Pageau with comments to same (.1); review and revise M-III retention application (1.1); and correspond with M. parish and B. Winger re same (.2); review and revise Houlihan Lokey retention application (.7); correspond with M. Parish and B. Winger re same (.1).
08/16/19	Madeleine C. Parish	5.90	Review and draft M-III and Houlihan Lokey retention applications.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/17/19	Ryan Besaw	0.30	Research restructuring advisor retention application precedent.
08/18/19	Susan D. Golden	1.00	Review and revise Houlihan Lokey retention application (.4); correspond with M. Parish and B. Winger re same (.1); review and make final revisions on M-III application (.4); correspond with M. Parish and B. Winger re same (.1).
08/20/19	Susan D. Golden	1.00	Telephone conference with M-III team re comments to retention application (.5); telephone conference with M. Parish re same (.3); correspond with J. Sussberg re same (.2).
08/20/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re M-III retention.
08/20/19	W. Benjamin Winger	0.80	Review, revise ordinary course professionals motion (.4); research, analyze diligence materials, precedent re same (.2); telephone conferences with E. Kehoe, K&E team re same (.2).
08/21/19	Robert Orren	1.20	Prepare for filing of ordinary course professionals motion (.6); file same (.4); correspond with K&E team re same (.2).
08/21/19	W. Benjamin Winger	0.60	Review, revise ordinary course professionals motion (.2); telephone conferences with E. Kehoe re same (.2); review, analyze diligence materials re same (.1); coordinate filing of same (.1).
08/23/19	Susan D. Golden	1.00	Review revised Houlihan Lokey retention application (.7); correspond with M. Parish with comments to same (.3).
08/23/19	Kevin Scott McClelland	0.60	Review and revise Houlihan Lokey application.
08/26/19	Ryan Besaw	0.30	Research chief restructuring officer retention application precedent.
08/26/19	Susan D. Golden	1.30	Correspond with M. Parish re M-III retention application revisions (.5); review revised order (.3); review and revise interim compensation application (.5).
08/26/19	Emily K.S. Kehoe	0.50	Correspond with K&E team re Katten retention application (.2); correspond with Katten, Company re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/26/19	Robert Orren	1.70	Draft notices of presentment for M-III and Houlihan Lokey retention applications (.8); revise applications (.6); correspond with M. Parish re same (.3).
08/26/19	Kimberly Pageau	0.70	Review and revise Stretto retention application (.5); correspond with K&E team re same (.2).
08/27/19	Susan D. Golden	1.70	Review and revise M-III Engagement Letter (.3); correspond with M. Parish and M-III team re same (.2); review and sign off on Interim Compensation Application (.3); review and revise Stretto retention application and sign off (.4); review and revise Houlihan Lokey retention application and call with E. Kehoe re same (.5).
08/27/19	Katie Kane	6.90	Prepare notice of filing (.4); prepare for filing and file the interim compensation motion and various retention applications (6.5).
08/27/19	Emily K.S. Kehoe	1.20	Correspond with Katten re retention application (.2); correspond with M-III team, K&E team re retention application (1.0).
08/27/19	Kevin Scott McClelland	3.90	Review and revise retention applications (1.8); correspond with K&E team re same (2.1).
08/27/19	Kimberly Pageau	3.50	Review and revise Stretto, Houlihan Lokey retention applications (1.4); prepare same for filing (.3); correspond with K&E team and Houlihan Lokey, M-III teams re same in preparation for filing (1.8).
08/27/19	Laura Saal	2.80	Correspond with M. Parish re retention applications (.3); correspond with K. Kane re same (.3); review and revise notices of hearing for MII and Houlihan Lokey (.5); prepare for and assist K. Kane with filing of Stretto retention application (.8); assist K. Kane with filing Houlihan Lokey retention application (.9).
08/28/19	Kevin Scott McClelland	0.90	Review and revise M-III application (.4); correspond with K&E team re same (.5).
08/28/19	Kimberly Pageau	3.10	Research and analyze precedent chief restructuring officer engagement letter fees (2.9); correspond with K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/30/19	Susan D. Golden	1.00	Revise M-III retention application (.7); correspond with M. Parish, K. McClelland, and C. Garner of M-III re same (.3).
08/30/19	Nitzan Halperin	0.40	Revise final OCP order (.2); correspond with UCC and K&E team re cash management order (.2).
08/30/19	Laura Saal	1.60	Revise M-III retention application (.4); correspond with M. Parish re same (.3); prepare filing versions of M-III retention application (.4); electronic filing of M-III retention application (.3); coordinate service of same (.2).
Total		65.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018159
Client Matter: 13699-21

In the Matter of SOFAs and Schedules

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 16,842.50

Total legal services rendered

\$ 16,842.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	4.60	1,045.00	4,807.00
Nitzan Halperin	13.30	705.00	9,376.50
Emily K.S. Kehoe	1.00	920.00	920.00
Michele Manzo	1.20	265.00	318.00
Kimberly Pageau	0.70	705.00	493.50
Leo Rosenberg	3.50	265.00	927.50
TOTALS	24.30		\$ 16,842.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/16/19	Rebecca Blake Chaikin	1.00	Office conference with N. Halperin re schedules and statements filing timeline (.5); telephone conferences with C. Good, B. Winger re same (.5).
08/16/19	Nitzan Halperin	0.90	Office conference with R. Chaikin re schedules and statements (.4); correspond with S. Golden and K&E team re precedents of same (.2); research re timeline for same (.3).
08/16/19	Michele Manzo	1.10	Search and distribute precedent schedules and statements of financial affairs.
08/19/19	Rebecca Blake Chaikin	1.80	Office conferences with K. Pageau and N. Halperin re schedules and statements and timeline for same and bar dates (.7); correspond with M-III and Stretto re same (.3); analyze timeline (.5); telephone conference with B. Winger re same (.1); telephone conference with Stretto re same (.2).
08/19/19	Nitzan Halperin	1.00	Review, analyze SDNY Guidelines re Bar Dates (.3); office conference with R. Chaikin and K. Pageau re timeline for filing SOFA and Schedules (.2); draft timeline (.5).
08/20/19	Rebecca Blake Chaikin	0.50	Telephone conference with Stretto and M-III re schedules and statements (.3); correspond with Stretto and M-III re same (.2).
08/20/19	Nitzan Halperin	0.80	Review, analyze SoFA and schedules precedents.
08/21/19	Nitzan Halperin	6.60	Revise Bar Date Motion (3.8); revise proof of claim form (.5); prepare Bar Date Motion for filing (1.8); telephone conference with Stretto, M-III re SOFA and Schedules (.5).
08/21/19	Emily K.S. Kehoe	1.00	Telephone conference with K&E team, M-III team, Company re preparation of schedules and statements.
08/21/19	Michele Manzo	0.10	Search and distribute precedent schedules and statements of financial affairs.
08/22/19	Rebecca Blake Chaikin	0.30	Prepare for and attend office conference with N. Halperin re questions re Schedules and Statements.

Legal Services for the Period Ending August 31, 2019 Pg 182 of 365 Invoice Number: 1050018159
 Barneys New York, Inc. Matter Number: 13699-21
 SOFAs and Schedules

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/19	Nitzan Halperin	0.20	Office conference with R. Chaikin re SOFA and schedules issues.
08/22/19	Leo Rosenberg	2.30	Analyze precedent on the retail industry's submitted Statement of Financial Affairs.
08/23/19	Rebecca Blake Chaikin	0.30	Correspond with Stretto, K&E team re data for schedules and statements and global notes.
08/23/19	Nitzan Halperin	0.90	Review analyze precedents re SOFA & Schedules.
08/23/19	Leo Rosenberg	1.00	Analyze precedent on the retail industry's submitted Statement of Financial Affairs.
08/30/19	Rebecca Blake Chaikin	0.70	Telephone conference with Company, Stretto, M-III re initial data.
08/30/19	Nitzan Halperin	1.00	Draft SOFA and Schedules (.3); telephone conference re SOFA and Schedules (.7).
08/30/19	Kimberly Pageau	0.70	Telephone conference with Stretto and K&E team re schedules and statements.
08/30/19	Leo Rosenberg	0.20	Pull precedent schedules and statement of financial affairs.
08/31/19	Nitzan Halperin	1.90	Review analyze precedents re SOFA and Schedules (1.3); draft global notes re same (.6).
Total		24.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018158
Client Matter: 13699-22

In the Matter of Tax Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 5,298.00

Total legal services rendered

\$ 5,298.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nitzan Halperin	0.80	705.00	564.00
Paul Stephens Hendrickson	0.80	940.00	752.00
Kimberly Pageau	2.00	705.00	1,410.00
Anthony Vincenzo Sexton	1.50	1,185.00	1,777.50
W. Benjamin Winger	0.70	1,135.00	794.50
TOTALS	5.80		\$ 5,298.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/07/19	Anthony Vincenzo Sexton	0.20	Correspond with K&E team, Company, and PwC re tax analysis issues.
08/13/19	Anthony Vincenzo Sexton	0.30	Review and revise credit agreement (.2), correspond with K&E team re same (.1).
08/14/19	Kimberly Pageau	0.20	Review tax order in response to inquiry.
08/21/19	Kimberly Pageau	1.80	Review tax order (.3); research case law on penalties under bankruptcy code section 507 (1.5).
08/26/19	W. Benjamin Winger	0.30	Review, analyze tax matters (.2); telephone conferences with M-III, taxing authority re same (.1).
08/27/19	Anthony Vincenzo Sexton	0.40	Review and analyze potential tax consequences of sale transaction.
08/28/19	Nitzan Halperin	0.80	Revise Final NOL Order.
08/28/19	Paul Stephens Hendrickson	0.10	Correspond with K&E team re workstreams re tax attributes/basis.
08/29/19	Paul Stephens Hendrickson	0.70	Telephone conference with Company and accountants re tax attributes, tax basis, etc. (.4); prepare spreadsheet to compile from various correspondence and documents information relevant to our tax analyses (.3).
08/29/19	Anthony Vincenzo Sexton	0.60	Telephone conference with Company and PwC re tax modeling issues (.4); review materials re same (.2).
08/29/19	W. Benjamin Winger	0.40	Review, analyze tax matters (.2); conferences with stakeholders, M-III re same (.2).
Total		5.80	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018157
Client Matter: 13699-23

In the Matter of Travel

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 45,475.00

Total legal services rendered

\$ 45,475.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Yates French	8.00	1,120.00	8,960.00
Gene S. Goldmintz	2.50	995.00	2,487.50
Richard U. S. Howell	2.80	1,160.00	3,248.00
Chad J. Husnick, P.C.	7.40	1,515.00	11,211.00
Katie Kane	2.50	265.00	662.50
Kevin Scott McClelland	4.10	920.00	3,772.00
Casey James McGushin	2.80	1,025.00	2,870.00
Leo Rosenberg	2.60	265.00	689.00
Josh Sussberg, P.C.	2.40	1,565.00	3,756.00
Logan Taylor Wiggins	11.00	360.00	3,960.00
W. Benjamin Winger	3.40	1,135.00	3,859.00
TOTALS	49.50		\$ 45,475.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Yates French	1.00	Travel to and from Poughkeepsie, NY to New York, NY for first day hearing (billed at half-time).
08/06/19	Gene S. Goldmintz	2.50	Travel to and from Poughkeepsie, NY to New York, NY for first day hearing (billed at half-time).
08/06/19	Katie Kane	2.00	Travel from Poughkeepsie, NY to New York, NY re hearing (billed at half-time).
08/06/19	Leo Rosenberg	1.80	Travel from New York, NY to Poughkeepsie, NY for the first day hearing (billed at half-time).
08/06/19	Josh Sussberg, P.C.	2.40	Travel from New York, NY to Poughkeepsie, NY re hearing (billed at half-time).
08/06/19	Logan Taylor Wiggins	2.00	Travel from Chicago, IL to Poughkeepsie, NY for the first day hearing (billed at half-time).
08/06/19	W. Benjamin Winger	1.20	Travel from Poughkeepsie, NY to Chicago, IL re first day hearing (billed at half-time).
08/07/19	Logan Taylor Wiggins	3.00	Travel from Poughkeepsie, NY to Chicago, IL re first day hearing (billed at half-time).
08/08/19	Chad J. Husnick, P.C.	1.20	Travel from New York, NY to Chicago, IL re return from first day hearing (billed at half-time).
08/09/19	Yates French	2.50	Travel from New York, NY to Chicago, IL re first day hearing (billed at half-time).
08/13/19	Casey James McGushin	1.30	Travel from Chicago, IL to New York, NY for second interim DIP hearing (billed at half-time).
08/14/19	Chad J. Husnick, P.C.	2.80	Travel from Chicago, IL to New York, NY re hearing (1.0) (billed at half-time); travel from New York, NY to Chicago, IL re same (1.8) (billed at half-time).
08/14/19	Katie Kane	0.50	Travel from New York, NY (office) to Bowling Green courthouse re hearing (billed at half-time).
08/14/19	Casey James McGushin	1.50	Travel from New York, NY to Chicago, IL re hearing on interim DIP motion and store closing motion (billed at half-time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/14/19	Leo Rosenberg	0.80	Travel from New York, NY (office) to Bowling Green courthouse re hearing (billed at half-time)
08/14/19	W. Benjamin Winger	0.60	Travel from Chicago, IL to New York, NY re second interim DIP and store closing hearing (billed at half-time).
08/15/19	W. Benjamin Winger	0.90	Travel from New York, NY to Chicago, IL re second interim DIP hearing, store closing, and Creditors' Committee formation (billed at half-time).
08/20/19	Kevin Scott McClelland	1.80	Travel from Chicago, IL to New York, NY for bidding procedures hearing (billed at half-time).
08/20/19	W. Benjamin Winger	0.70	Travel from Chicago, IL to New York, NY re bidding procedures hearing (billed at half-time).
08/21/19	Chad J. Husnick, P.C.	1.70	Travel from Chicago, IL to New York, NY re bidding procedures hearing (billed at half-time).
08/21/19	Kevin Scott McClelland	1.70	Travel from New York, NY to Chicago, IL re bidding procedures hearing (billed at half-time).
08/21/19	Kevin Scott McClelland	0.60	Travel from New York, NY (office) to Bowling Green courthouse re hearing (billed at half-time)
08/22/19	Chad J. Husnick, P.C.	1.70	Travel from New York, NY to Chicago, IL re bidding procedures hearing (billed at half-time).
08/25/19	Yates French	3.00	Travel from Chicago, IL to New York, NY re deposition (billed at half-time).
08/25/19	Logan Taylor Wiggins	3.00	Travel from Chicago, IL to New York, NY re deposition preparation (billed at half-time).
08/27/19	Richard U. S. Howell	1.50	Travel from Chicago, IL to New York, NY to prepare for depositions in contested DIP hearing (billed at half-time).
08/29/19	Yates French	1.50	Travel from New York, NY to Chicago, IL re depositions (billed at half-time).
08/29/19	Richard U. S. Howell	1.30	Travel from New York, NY to Chicago, IL re following depositions (billed at half-time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/29/19	Logan Taylor Wiggins	3.00	Travel from New York, NY to Chicago, IL re deposition preparation (billed at half-time).
Total		49.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018156
Client Matter: 13699-24

In the Matter of U.S. Trustee Issues

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 5,587.00

Total legal services rendered

\$ 5,587.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	0.60	1,045.00	627.00
Susan D. Golden	2.20	1,135.00	2,497.00
Nitzan Halperin	0.70	705.00	493.50
Chad J. Husnick, P.C.	1.30	1,515.00	1,969.50
TOTALS	4.80		\$ 5,587.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/06/19	Susan D. Golden	0.50	Correspond and telephone conference with A. Leonhard re first day motions.
08/06/19	Susan D. Golden	0.50	Correspond and participate in telephone conference with A. Leonhard re U.S. Trustee concerns with proposed DIP.
08/06/19	Chad J. Husnick, P.C.	1.30	Prepare for and attend conferences with A. Leonhard, B. Harrington re chapter 11 filing and first day hearing.
08/13/19	Rebecca Blake Chaikin	0.10	Correspond with S. Golden re anticipated objection from U.S. Trustee to creditor matrix motion.
08/14/19	Rebecca Blake Chaikin	0.50	Correspond with S. Golden re anticipated objection to creditor matrix motion (.2); develop counterarguments re same (.3).
08/27/19	Nitzan Halperin	0.70	Compile final orders for the U.S. Trustee.
08/29/19	Susan D. Golden	0.20	Telephone conference with A. Leonhard re initial debtor interview scheduling (.1); correspond with C. Husnick re same (.1).
08/30/19	Susan D. Golden	1.00	Review and analyze U.S. Trustee objections to DIP and Consultant Agreement.
Total		4.80	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018155
Client Matter: 13699-25

In the Matter of Utilities

For legal services rendered through August 31, 2019
(see attached Description of Legal Services for detail)

\$ 20,210.00

Total legal services rendered

\$ 20,210.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,135.00	567.50
Emily K.S. Kehoe	16.50	920.00	15,180.00
Robert Orren	2.30	430.00	989.00
Kimberly Pageau	3.80	705.00	2,679.00
W. Benjamin Winger	0.70	1,135.00	794.50
TOTALS	23.80		\$ 20,210.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/13/19	Kimberly Pageau	0.40	Correspond with utility company re Debtor accounts.
08/14/19	Kimberly Pageau	0.30	Correspond with utility company re San Francisco store accounts.
08/15/19	Emily K.S. Kehoe	1.50	Telephone conference with internet provider re service (.5); correspond with Company, K&E team re same (1.0).
08/19/19	Susan D. Golden	0.50	Meet with E. Kehoe re noticing and revisions of Utilities Motion.
08/19/19	Emily K.S. Kehoe	6.00	Correspond with B. Winger, K&E team re additional utility providers (1.0); review, analyze materials re same (2.0); correspond with Company re same (1.5); review, revise notice re same (1.0); review precedent re same (.5).
08/19/19	Kimberly Pageau	3.10	Prepare notice for supplemental utilities exhibit (1.3); review precedent re same (.9); correspond with K&E team re same (.9).
08/19/19	W. Benjamin Winger	0.70	Review, analyze utilities matters (.3); conferences with E. Kehoe re same (.2); research diligence materials re same (.2).
08/20/19	Emily K.S. Kehoe	5.50	Correspond with K. Pageau, K&E team re utilities motion and providers (.5); review, analyze materials re same (1.5); correspond with Company, M-III team re same (1.0); draft revised notice and schedule for same (1.0); prepare talking points for hearing on same (1.5).
08/20/19	Robert Orren	2.00	Prepare filing of Notice of Filing of Amended Rejection Schedule (1.4); file same (.3); correspond with E. Kehoe and Stretto re service of same (.3).
08/21/19	Emily K.S. Kehoe	1.00	Correspond with Company, M-III team re utility providers (.7); review materials re same (.3).
08/21/19	Robert Orren	0.30	Prepare utilities order for submission to chambers (.2); correspond with E. Kehoe re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
08/22/19	Emily K.S. Kehoe	1.00	Correspond with Company, M-III team re utility providers.
08/26/19	Emily K.S. Kehoe	1.50	Telephone conferences with Company, M-III team re utility providers (1.0); review, analyze materials re same (.5).
Total		23.80	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018629
Client Matter: 13699-4

In the Matter of Adversary Proceedings & Contested Matter

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 111,355.50

Total legal services rendered

\$ 111,355.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Toni M. Anderson	0.40	380.00	152.00
Yates French	52.00	1,120.00	58,240.00
Pratik K. Ghosh	6.70	795.00	5,326.50
Richard U. S. Howell	9.10	1,160.00	10,556.00
Alec Klimowicz	1.20	265.00	318.00
Kevin Scott McClelland	3.20	920.00	2,944.00
Amanda Mitchell	0.60	360.00	216.00
Josh Sussberg, P.C.	0.40	1,565.00	626.00
Logan Taylor Wiggins	9.00	360.00	3,240.00
W. Benjamin Winger	26.20	1,135.00	29,737.00
TOTALS	108.80		\$ 111,355.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Yates French	10.50	Review and revise DIP reply brief (2.7); review deposition transcripts and draft witness outlines, declaration re same (2.6); conference with creditors' counsel (2.6); prepare for contested DIP hearing (2.6).
09/01/19	Pratik K. Ghosh	4.70	Review and revise Creditors' Committee DIP objection reply brief (2.0); review and analyze relevant deposition transcripts re same (2.5); correspond with K&E team re same (.2).
09/01/19	Logan Taylor Wiggins	3.00	Review H. Etlin deposition in preparation of DIP Hearing cross examination (2.5); conference with Y. French re upcoming DIP hearing and logistics for same (.5).
09/01/19	W. Benjamin Winger	11.80	Review, revise omnibus reply re contested DIP (3.5); review, revise omnibus reply re store closing relief requested (3.0); research, analyze diligence materials, precedent, case law, statutes, rules, local rules, other secondary sources re same (3.6); multiple conferences with Y. French, K&E team re same (1.7).
09/02/19	Yates French	8.00	Draft witness outlines (2.5); draft witness declaration (1.5); meet and confer with creditors' counsel (.5); prepare for contested DIP hearing (3.5).
09/02/19	Pratik K. Ghosh	1.00	Review and analyze documents re Creditors' Committee DIP Objection (1.0).
09/02/19	Richard U. S. Howell	1.30	Prepare for potential contested hearing (.7); prepare and review correspondence re same (.6).
09/02/19	Logan Taylor Wiggins	3.00	Prepare for upcoming DIP hearing.
09/02/19	W. Benjamin Winger	6.80	Review, finalize omnibus reply re contested DIP (2.4); review, finalize omnibus reply re store closing relief requested (2.5); research, analyze case law, precedent, diligence materials, statutes, rules, local rules, secondary sources re same (1.4); conferences with Y. French, K&E team, DIP lenders re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/19	Toni M. Anderson	0.40	Prepare production documents for attorney review.
09/03/19	Yates French	5.00	Prepare for contested DIP hearing (3.5); draft supplemental Burian declaration re same (1.5).
09/03/19	Pratik K. Ghosh	1.00	Review and analyze document production to Creditors' Committee re DIP Objection by same.
09/03/19	Richard U. S. Howell	0.60	Prepare and review correspondence re DIP objection discussions.
09/03/19	Alec Klimowicz	1.20	Review and revise suggestion of bankruptcy.
09/03/19	Kevin Scott McClelland	3.20	Prepare for contested DIP hearing and second day hearing.
09/03/19	Logan Taylor Wiggins	1.50	Prepare attorney team for upcoming hearing.
09/04/19	Richard U. S. Howell	0.80	Review materials re first day hearing.
09/12/19	Richard U. S. Howell	1.70	Review materials re incentive plan motion (.6); prepare and review correspondence re potential contested hearing on incentive plan (.6); review research re same (.5).
09/13/19	Yates French	9.20	Review and revise KEIP pleadings (2.0); draft witness materials, declaration re same (3.9); prepare for KEIP hearing (3.3).
09/13/19	Richard U. S. Howell	1.50	Review materials in preparation for hearing on incentive plan (.9); prepare and review correspondence re same (.6).
09/16/19	Yates French	7.00	Draft witness declarations re KEIP (3.4); review pleadings, prepare for hearing re same (3.6).
09/16/19	Richard U. S. Howell	1.20	Review and provide comments to materials for use in hearing on incentive plan (.7); prepare and review correspondence re same (.5).
09/16/19	Amanda Mitchell	0.30	Prepare demonstrative in preparation for contested KEIP hearing.
09/16/19	W. Benjamin Winger	7.60	Review, revise incentive plan reply (2.0); review, revise talking points re same (2.0); review, revise related presentation materials re same (1.6); research, analyze diligence materials, precedent, statutes, case law, secondary sources re same (1.3); multiple conferences with Company, Y. French, K&E team re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	Yates French	9.30	Prepare for and attend meeting with M. Meghji re contested KEIP hearing preparation (5.4); review pleadings re same (3.9).
09/17/19	Richard U. S. Howell	0.50	Review final draft of witness outline for incentive plan hearing.
09/17/19	Amanda Mitchell	0.30	Revise demonstrative in preparation for KEIP hearing.
09/17/19	Josh Sussberg, P.C.	0.40	Telephone conference with C. Husnick and correspond re DIP and incentive plan.
09/17/19	Logan Taylor Wiggins	1.50	Assist Y. French in preparation for contested KEIP hearing.
09/18/19	Yates French	3.00	Coordinate production of documents.
09/18/19	Richard U. S. Howell	0.70	Telephone conference with K&E team re incentive plan hearing (.2); prepare and review correspondence re same (.5).
09/23/19	Richard U. S. Howell	0.50	Prepare and review correspondence re open litigation issues (.3); telephone conferences with K&E team re same (.2).
09/25/19	Richard U. S. Howell	0.30	Prepare and review correspondence re open litigation issues.
Total		108.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018628
Client Matter: 13699-5

In the Matter of Asset Sales and Disposition

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 40,143.50

Total legal services rendered

\$ 40,143.50

Legal Services for the Period Ending September 30, 2019 Pg. 204 of 365 Invoice Number: 1050018628
 Barneys New York, Inc. Matter Number: 13699-5
 Asset Sales and Disposition

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pratik K. Ghosh	1.80	795.00	1,431.00
Russell L. Gray	0.30	995.00	298.50
Nitzan Halperin	0.50	705.00	352.50
Chad J. Husnick, P.C.	5.50	1,515.00	8,332.50
Emily K.S. Kehoe	6.00	920.00	5,520.00
Dilen Kumar	1.50	1,175.00	1,762.50
Nir Levin	1.70	595.00	1,011.50
Tiffany T. Mason	0.70	705.00	493.50
Kevin Scott McClelland	0.40	920.00	368.00
Robert Orren	0.40	430.00	172.00
Kimberly Pageau	7.20	705.00	5,076.00
Laura Saal	2.30	430.00	989.00
Josh Sussberg, P.C.	1.80	1,565.00	2,817.00
Steve Toth	5.10	1,235.00	6,298.50
W. Benjamin Winger	4.60	1,135.00	5,221.00
TOTALS	39.80		\$ 40,143.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Kevin Scott McClelland	0.40	Correspond with K&E team re bidding procedures (.2); review and revise same (.2).
09/02/19	Nitzan Halperin	0.40	Review and revise final store closing order.
09/02/19	Laura Saal	1.00	Prepare notice of filing re revised bidding procedures (.7); review and revise same (.3).
09/02/19	Josh Sussberg, P.C.	0.20	Review ABG agreement.
09/03/19	Russell L. Gray	0.30	Correspond with S. Toth and T. Mason re status of potential sale.
09/03/19	Nitzan Halperin	0.10	Revise lease rejection order.
09/03/19	Emily K.S. Kehoe	6.00	Draft, revise presentation re store closing motion (3.0); review, analyze pleadings re same (2.0); review, analyze term sheets, agreements re same (.5); correspond with C. Husnick re same (.5).
09/03/19	Laura Saal	1.30	Review and revise notice of filing bidding procedures (.3); correspond with K. McClelland re same (.2); prepare and assist with filing of same (.8).
09/04/19	Pratik K. Ghosh	1.80	Correspond with K&E team re Creditors' Committee due diligence document requests (.3); review and analyze documents re same (1.5).
09/04/19	Robert Orren	0.40	Prepare for submission of store closing order (.2); submit same (.2).
09/04/19	Kimberly Pageau	0.70	Review precedent and prepare notice of store closings order.
09/04/19	W. Benjamin Winger	0.80	Review, finalize store closing order (.5); conferences with landlords, Creditors' Committee, DIP lenders re same (.3).
09/05/19	Kimberly Pageau	2.50	Draft notice to landlords re store closing procedures and order.
09/06/19	Kimberly Pageau	0.80	Correspond with K&E team re amended store closings order.
09/09/19	Kimberly Pageau	2.70	Review and revise amended final store closings order and exhibits for submission to court.
09/11/19	Kimberly Pageau	0.50	Correspond with K&E team re notice of service on all landlords.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/19	Chad J. Husnick, P.C.	1.60	Correspond and conference with K&E team, opposing counsel re sale process.
09/23/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re asset sale status.
09/24/19	Chad J. Husnick, P.C.	1.10	Correspond and conference with K&E team, Company, other advisors re sale process.
09/24/19	Josh Sussberg, P.C.	0.40	Correspond with K&E team re letter of intent status.
09/24/19	W. Benjamin Winger	1.70	Review, analyze sale process matters (.6); review, revise materials re same (.3); participate in conferences with Houlihan, other advisors re same (.4); research diligence materials re same (.4).
09/25/19	Chad J. Husnick, P.C.	0.80	Correspond and conference with S. Burian, J. Feintuch, J. Sussberg, B. Sandler re sale process.
09/25/19	Nir Levin	1.70	Review and analyze precedent for asset sale motion.
09/25/19	Steve Toth	3.50	Analyze letters of intent and revise APA draft (2.5); participate in telephone conference with Company, HL and K&E team re letters on intent (1.0).
09/25/19	W. Benjamin Winger	2.10	Review, revise form of APA (1.0); research, analyze sale matters, diligence re same (.7); conferences with S. Toth, K&E team, other stakeholders re same (.4).
09/26/19	Chad J. Husnick, P.C.	0.80	Correspond and conference with S. Burian, J. Feintuch, J. Sussberg, S. Lovett, B. Sandler re sale process.
09/26/19	Josh Sussberg, P.C.	0.70	Correspond with stakeholders re letter of intent status and next steps (.2); telephone conference with C. Husnick re same (.3); telephone conference with M. Meighji re same (.2).
09/26/19	Steve Toth	1.30	Analyze and revise APA (.8); analyze and respond to correspondence re APA and status and revise and distribute APA (.5).
09/27/19	Steve Toth	0.30	Participate in telephone conference with B. Riley, Houlihan and K&E team re potential buyer transaction and process.
09/30/19	Chad J. Husnick, P.C.	1.20	Correspond and conference with K&E team, Company, other advisors re sale process and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/30/19	Dilen Kumar	1.50	Review and analyze draft APA.
09/30/19	Tiffany T. Mason	0.70	Draft disclosure schedule shells.
09/30/19	Josh Sussberg, P.C.	0.20	Correspond with K&E team re sale process status.
Total		39.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018627
Client Matter: 13699-6

In the Matter of Automatic Stay Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 13,264.50

Total legal services rendered

\$ 13,264.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pratik K. Ghosh	8.30	795.00	6,598.50
Kevin Scott McClelland	0.90	920.00	828.00
Kimberly Pageau	4.00	705.00	2,820.00
Andrew Polansky	0.90	705.00	634.50
W. Benjamin Winger	2.10	1,135.00	2,383.50
TOTALS	16.20		\$ 13,264.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Pratik K. Ghosh	2.50	Research and analyze law re automatic stay issues of criminal fines (2.0); summarize analysis and correspond with bankruptcy team re same (.5).
09/05/19	Kevin Scott McClelland	0.60	Review and revise lift stay motion (.4); correspond with K&E team re same (.2).
09/05/19	Kimberly Pageau	2.00	Draft stay relief stipulation (.9); review and revise re same (1.1).
09/05/19	W. Benjamin Winger	0.40	Review, analyze automatic stay matter (.2); conferences with K. McClelland, K&E team re same (.2).
09/08/19	Pratik K. Ghosh	1.50	Research and analyze litigation hold notice issues (1.0); review relevant filings re same (.5).
09/09/19	Pratik K. Ghosh	1.50	Research and analyze litigation hold notice issues (1.0); review relevant filings re same (.5).
09/10/19	Pratik K. Ghosh	0.50	Research and analyze litigation hold notice issues (.3); review relevant filings re same (.2).
09/10/19	Andrew Polansky	0.80	Draft automatic stay letter re vendor action (.6); correspond with K. McClelland re same (.1); revise letter (.1).
09/11/19	Andrew Polansky	0.10	Correspond with K&E, M-III teams re automatic stay letter.
09/13/19	Kimberly Pageau	0.80	Correspond with K&E team, plaintiff's counsel re stay relief stipulation.
09/17/19	Pratik K. Ghosh	0.80	Conference with Company re automatic stay enforcement issues (.5); review related cease and desist letters re same (.3).
09/17/19	Pratik K. Ghosh	1.50	Research and analyze case law re automatic stay enforcement of employee matters.
09/19/19	Kimberly Pageau	0.20	Conference with Company re stay relief stipulation (.1); correspond with K. McClelland re same (.1).
09/20/19	Kimberly Pageau	0.30	Correspond with Company, K&E team re stay relief stipulation.
09/24/19	Kimberly Pageau	0.40	Review and revise stay relief stipulation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/19	W. Benjamin Winger	1.70	Review, revise automatic stay letter (.6); research, analyze diligence materials, precedent, statutes re same (.7); conferences with R. McLellarn re same (.4).
09/30/19	Kevin Scott McClelland	0.30	Review and analyze automatic stay motion.
09/30/19	Kimberly Pageau	0.30	Review, revise stay relief stipulation (.2); correspond with K&E team re same (.1).
Total		16.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018626
Client Matter: 13699-7

In the Matter of Business Operations and Vendor Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 79,914.00

Total legal services rendered

\$ 79,914.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nitzan Halperin	2.90	705.00	2,044.50
Chad J. Husnick, P.C.	2.00	1,515.00	3,030.00
Emily K.S. Kehoe	6.50	920.00	5,980.00
Kevin Scott McClelland	16.60	920.00	15,272.00
Robert McLellarn	26.90	920.00	24,748.00
Robert Orren	0.80	430.00	344.00
Kimberly Pageau	6.00	705.00	4,230.00
Andrew Polansky	6.00	705.00	4,230.00
Claudia Ray	1.30	1,245.00	1,618.50
Laura Saal	8.40	430.00	3,612.00
Josh Sussberg, P.C.	1.70	1,565.00	2,660.50
W. Benjamin Winger	10.70	1,135.00	12,144.50
TOTALS	89.80		\$ 79,914.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Laura Saal	1.60	Research re precedent re store closing/consulting agreements.
09/02/19	Laura Saal	4.70	Research re precedent re store closing/consulting agreements (4.5); correspond with N. Halperin re same (.2).
09/03/19	Kimberly Pageau	1.10	Revise Goyard concession agreement.
09/04/19	Kevin Scott McClelland	2.10	Review and revise vendor agreements (.7); correspond with multiple parties re same (.6); analyze issues re same (.8).
09/04/19	Robert Orren	0.80	Prepare for final vendor order to judge (.2); submit same (.2); prepare customer program order for submission (.2); submit same (.2).
09/04/19	Josh Sussberg, P.C.	0.30	Telephone conference with Kering re vendor issues.
09/05/19	Chad J. Husnick, P.C.	0.30	Conference with M. Meghji, J. Sussberg re vendor issues.
09/05/19	Kevin Scott McClelland	6.40	Review and revise vendor agreements (3.4); correspond with multiple parties re same (1.4); analyze issues re same (1.1); correspond with K&E team re creditor inquiries (.5).
09/05/19	Josh Sussberg, P.C.	1.00	Telephone conference with P. Basta re lease (.5); telephone conference re consignment issue (.5).
09/05/19	W. Benjamin Winger	3.80	Review, revise commercial agreements (1.9); conferences with vendors' counsel, Company re same (1.2); research, analyze diligence materials re same (.7).
09/06/19	Kevin Scott McClelland	4.40	Review and revise vendor agreements (2.2); correspond with multiple parties re same (1.1); analyze issues re same (.9); correspond with K&E team re creditor inquiries (.2).
09/06/19	Kimberly Pageau	2.80	Telephone conference with E. Kehoe and M. Peguero Medrano re vendor inquiries (1.0); respond to vendor inquiries and revise tracker re same (1.8).
09/07/19	Kevin Scott McClelland	0.60	Review and revise Kering agreement (.4); correspond with multiple parties re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/19	Emily K.S. Kehoe	2.00	Telephone conferences with Company re vendor concerns and section 365 matters (1.0); research precedent, case law re same (.5); correspond with K&E team re same (.5).
09/09/19	Laura Saal	1.80	Prepare store closing order for uploading (.3); correspond with K. Pageau re same (.2); review and revise uploading version (1.0); upload order for entry on the docket (.3).
09/09/19	W. Benjamin Winger	0.80	Review, analyze sale milestone matters (.2); conferences with Company advisors re same (.2); review, finalize vendor agreement (.2); conferences with Company re same (.2).
09/10/19	Laura Saal	0.30	Upload revised store closing order.
09/11/19	W. Benjamin Winger	1.40	Review, revise vendor agreement, related materials (.7); research, analyze diligence materials re same (.4); conferences with M-III, Company, vendors' counsel re same (.3).
09/12/19	Kevin Scott McClelland	3.10	Review and revise vendor agreements (1.1); correspond with multiple parties re same (1.3); analyze issues re same (.4); correspond with K&E team re creditor inquiries (.3).
09/12/19	Kimberly Pageau	1.80	Correspond with vendors re bankruptcy inquiries (.5); correspond with K&E team re vendor issues and inquiries (.7); correspond with K&E team, HL, and MIII re NDAs (.6).
09/12/19	Andrew Polansky	0.60	Correspond with K&E team re vendor request (.4); correspond with vendor re same (.2).
09/12/19	Josh Sussberg, P.C.	0.10	Correspond with company re severance matters.
09/13/19	Emily K.S. Kehoe	1.00	Correspond with Company, K&E team re vendor concerns and section 365 matters.
09/16/19	Emily K.S. Kehoe	1.00	Correspond with Company, K&E team re vendor concerns and section 365 matters.
09/16/19	Robert McLellarn	1.30	Review vendor trade agreements (1.0); telephone conference with Company re same (.3).
09/16/19	Kimberly Pageau	0.20	Review postpetition trade agreement (.1); correspond with K&E team, Company re same (.1).
09/16/19	Andrew Polansky	0.80	Correspond, conference with vendors, M-III, K&E team re vendor issues.
09/17/19	Emily K.S. Kehoe	1.00	Correspond with Company re vendor concerns and Bankruptcy Code section 365.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	Claudia Ray	0.40	Review, analyze possible copyright issues including reviewing and analyzing release agreements (.2); correspond with M. Coleman re same (.2).
09/18/19	Robert McLellarn	0.50	Prepare for telephone conference with Company and vendor's counsel re agency matters.
09/18/19	Claudia Ray	0.20	Correspond with M. Coleman and R. McLellarn re copyright issues and next steps re same.
09/19/19	Robert McLellarn	3.30	Review, revise vendor trade agreements (2.0); correspond with Company and K&E team re same (.8); telephone conference with C. Ray and Company re IP question re vendor (.5).
09/19/19	Andrew Polansky	0.90	Conference with vendors re vendor issues (.7); correspond with Company re vendor stay issue (.1); correspond with M-III re same (.1).
09/19/19	Claudia Ray	0.70	Conference with R. McLellarn and Company re copyright matter.
09/19/19	W. Benjamin Winger	0.20	Review, analyze vendor matters.
09/20/19	Nitzan Halperin	2.90	Research re mechanic liens (1.5); telephone conference with R. McLellan re same (1.4).
09/20/19	Robert McLellarn	2.00	Telephone conference with N. Halperin re mechanics lien matters (.3); research analyze same (1.7).
09/20/19	Kimberly Pageau	0.10	Correspond with vendors re inquiries re bankruptcy proceeding and asset sale process.
09/20/19	Andrew Polansky	0.20	Correspond with E. Kehoe, K&E team re vendor matters.
09/22/19	Robert McLellarn	2.00	Research re mechanics liens.
09/23/19	Robert McLellarn	0.40	Telephone conference with landlord counsel re San Francisco location (.2); correspond with B. Winger re same (.2).
09/23/19	Robert McLellarn	2.90	Review, revise vendor trade agreements (1.8); correspond with K&E team and Company re same (.3); telephone conference with Company re same (.5); telephone conference with landlord and Company re application of automatic stay to certain proceedings (.3).
09/23/19	Robert McLellarn	0.60	Correspond with Company re mechanics lien questions.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/19	Andrew Polansky	0.80	Conference with vendor re postpetition performance (.5); correspond with vendor, M-III re same (.3).
09/23/19	W. Benjamin Winger	1.10	Review, analyze various vendor matters (.6); review, revise materials re same (.2); conferences with Company, K&E team re same (.3).
09/24/19	Robert McLellarn	3.00	Review, revise digital vendor agreements.
09/24/19	Andrew Polansky	0.20	Conference with vendors re bankruptcy process.
09/25/19	Chad J. Husnick, P.C.	0.40	Correspond and conference with S. Burian, D. Vitale, M. Meghji, J. Sussberg, B. Winger, R. McLellarn re vendors discussions.
09/25/19	Emily K.S. Kehoe	0.50	Correspond with Company re vendor issues and Bankruptcy Code section 365.
09/25/19	Robert McLellarn	3.60	Correspond with Company and M-III re vendor prepetition bills (.5); review foreign vendor support re scheduled claim (.5); correspond with foreign vendor re same (.6); review, revise digital vendor agreements (1.5); telephone conference with Company re same (.5).
09/25/19	Andrew Polansky	1.20	Correspond with multiple vendors, Company re vendor issues, schedules.
09/25/19	W. Benjamin Winger	1.10	Review, analyze vendor agreement matters (.4); research diligence materials re same (.2); conferences with DIP parties, other stakeholders, Company re same (.2); review, revise materials re same (.3).
09/26/19	Chad J. Husnick, P.C.	1.30	Correspond and conference with S. Burian, D. Vitale, M. Meghji, J. Sussberg, B. Winger, R. McLellarn re vendors discussions.
09/26/19	Emily K.S. Kehoe	1.00	Correspond with Company, K&E team re vendor issues and Bankruptcy Code section 365 and section 362.
09/26/19	Robert McLellarn	3.20	Telephone conference with Company re vendor matterst (.5); review, revise materials re same (.5); draft response to software vendor's letter (2.0); telephone conference with DIP counsel re open vendor agreements (.2).

Legal Services for the Period Ending September 30, 2019 Pg. 218 of 365 Invoice Number: 1050018626
 Barneys New York, Inc. Matter Number: 13699-7
 Business Operations and Vendor Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/19	W. Benjamin Winger	0.50	Review, analyze NDA matter (.1); conference with Houlihan re same (.1); review, revise talking points for vendor matter (.2); conferences with Company re same (.1).
09/27/19	Robert McLellarn	2.00	Revise response to software vendor re automatic stay (1.0); telephone conference with vendor re same (.5); correspond with Company and K&E team re same (.5).
09/27/19	Andrew Polansky	1.20	Conference, correspond with vendors, K&E team re vendor relations, strategy.
09/27/19	Josh Sussberg, P.C.	0.20	Correspond with K&E team re press.
09/27/19	W. Benjamin Winger	1.20	Review, analyze communications matters (.3); review, revise materials, talking points re same (.2); conferences with Company's advisors re same (.2); review, analyze vendor matters (.3); conferences with Company re same (.2).
09/30/19	Robert McLellarn	2.10	Correspond with K&E team re vendor services (.5); telephone conference with Company re same (.2); correspond with K&E team re vendor trade agreements (1.0); review, revise trade agreement (.3); office conference with B. Winger re same (.1).
09/30/19	Andrew Polansky	0.10	Review, analyze vendor reclamation requests.
09/30/19	Josh Sussberg, P.C.	0.10	Telephone conference with S. Levinson re Kering vendor issues.
09/30/19	W. Benjamin Winger	0.60	Review, analyze vendor agreement matters (.2); research, analyze diligence materials re same (.2); conferences with Company, M-III, K&E team re same (.2).
Total		89.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018625
Client Matter: 13699-8

In the Matter of Case Administration

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 31,462.50

Total legal services rendered

\$ 31,462.50

Legal Services for the Period Ending September 30, 2019 Pg. 220 of 365 Invoice Number: 1050018625
 Barneys New York, Inc. Matter Number: 13699-8
 Case Administration

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	2.20	1,045.00	2,299.00
Susan D. Golden	2.80	1,135.00	3,178.00
Nitzan Halperin	1.20	705.00	846.00
Katie Kane	18.30	265.00	4,849.50
Emily K.S. Kehoe	2.90	920.00	2,668.00
Hannah Kupsky	1.80	325.00	585.00
Nir Levin	6.90	595.00	4,105.50
Alex McCammon	0.50	805.00	402.50
Kevin Scott McClelland	1.30	920.00	1,196.00
Robert Orren	0.60	430.00	258.00
Kimberly Pageau	2.70	705.00	1,903.50
Miriam A. Peguero Medrano	2.10	705.00	1,480.50
Andrew Polansky	0.50	705.00	352.50
Leo Rosenberg	4.40	265.00	1,166.00
Laura Saal	5.60	430.00	2,408.00
Josh Sussberg, P.C.	1.30	1,565.00	2,034.50
W. Benjamin Winger	1.00	1,135.00	1,135.00
Simon James Wood	1.00	595.00	595.00
TOTALS	57.10		\$ 31,462.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/19	Hannah Kupsky	1.30	Research re KEIP motions, declarations and orders (1.0); correspond with N. Halperin re same (.3).
09/02/19	Laura Saal	2.60	Prepare pro hac vice application for K. McClelland (.4); electronic filing of same (.3); correspond with K. McClelland re same (.2); prepare and upload order for entry on docket (.2); prepare redlines re interim and final orders for second day hearing (.9); correspond with K&E team re logistics for hearing (.2); coordinate transportation for team to Poughkeepsie, NY for hearing (.4).
09/03/19	Rebecca Blake Chaikin	0.20	Telephonically attend conference with K&E team re work in progress.
09/03/19	Susan D. Golden	1.00	Telephone conference with K&E team re work in progress (.3); correspond with R. Chaikin re general logistics of case (.7).
09/03/19	Nitzan Halperin	0.20	Telephone conference with K&E team re work in process.
09/03/19	Katie Kane	7.40	Prepare notice of revised agreement and file (.6); telephone conference with K&E team re works in progress (.3); file Revised DIP Credit Agreement (.5); prepare for and file Revised Bidding Procedures, Proposed Final DIP Order, Supplemental Declaration ISO DIP, and the Revised Agenda (6.0).
09/03/19	Kevin Scott McClelland	0.30	Telephone conference with K&E team re priority workstreams.
09/04/19	Robert Orren	0.40	Prepare case management order for submission to Court (.2); submit same (.2).
09/04/19	Leo Rosenberg	0.30	Prepare docket update.
09/05/19	Rebecca Blake Chaikin	0.90	Telephone conference with K&E team re works in process (.7); telephone conference with E. Kehoe re near term workstreams (.2).
09/05/19	Nitzan Halperin	0.60	Telephone conference with K&E team re work in process.
09/05/19	Katie Kane	1.30	Draft notices for landlords re store closings (.8); prepare PDF binders of SOFAs and schedules (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/19	Emily K.S. Kehoe	1.20	Telephone conference with K&E team re works in progress (.7); draft, revise works in progress list (.5).
09/05/19	Hannah Kupsky	0.30	Research precedent re debtors' reply to sale incentive plan.
09/05/19	Kevin Scott McClelland	1.00	Telephone conference with K&E team re priority workstreams (.6); prepare for same (.4).
09/05/19	Robert Orren	0.10	Prepare docket filing alerts for distribution.
09/05/19	Kimberly Pageau	0.50	Telephone conference with K&E team re works in progress.
09/05/19	Miriam A. Peguero Medrano	1.00	Telephone conference with K&E team re work in progress.
09/05/19	Leo Rosenberg	0.40	Prepare docket update.
09/06/19	Susan D. Golden	0.50	Conference with A. Leonhard re creditor matrix motion and upcoming hearings.
09/06/19	W. Benjamin Winger	0.60	Conferences with S. Golden, K&E team re case administration matters
09/09/19	Hannah Kupsky	0.20	Prepare filing version re Utilities notice.
09/10/19	Susan D. Golden	0.50	Correspond with R. Chaikin re adjournment of Creditor Matrix Motion (.2); correspond with A. Leonhard and S. Golden re request to Judge Morris (.3).
09/10/19	Leo Rosenberg	0.20	Prepare docket update.
09/10/19	Josh Sussberg, P.C.	0.30	Correspond with K&E team re status and incentive plan.
09/11/19	Katie Kane	0.30	Assist with creating PDF binder.
09/11/19	Leo Rosenberg	0.20	Prepare docket update.
09/11/19	Leo Rosenberg	0.50	Prepare and organize documents to create a digital binder.
09/11/19	Josh Sussberg, P.C.	0.60	Correspond with K&E team re incentive plan and status.
09/12/19	Rebecca Blake Chaikin	0.20	Telephone conference with K&E team re work in progress.
09/12/19	Susan D. Golden	0.80	Telephone conference with Chambers re approval of request to adjourn creditor Matrix Motion (.2); correspond with A. Leonhard re same (.1); review and revise Notice of Adjournment (.4); correspond with B. Winger re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/19	Nitzan Halperin	0.20	Telephone conference with K&E team re work in progress.
09/12/19	Katie Kane	2.10	Telephone conference with K&E team re case status (.3); assist with sending out hearing calendar invites (.3); revise Bar Date notices (.2); research KEIP precedent (1.3).
09/12/19	Emily K.S. Kehoe	0.70	Telephone conference with K&E team re works in process.
09/12/19	Kimberly Pageau	0.40	Telephone conference with K&E team re work in progress (.2); correspond with K&E team re case administrative matters (.2).
09/12/19	Miriam A. Peguero Medrano	0.80	Telephone conference with K&E team re work in progress.
09/12/19	Leo Rosenberg	0.40	Prepare calendar invite (.2); correspond with Company re same (.2).
09/12/19	Leo Rosenberg	0.50	Retrieve retail industry precedents re statement of financial affairs and schedules.
09/13/19	Katie Kane	0.50	Send calendar invite (.2); assist with PacerPro notifications (.3).
09/13/19	Robert Orren	0.10	Revise recipient list for electronic case notifications.
09/15/19	Josh Sussberg, P.C.	0.20	Review order (.1); correspond with K&E team re status (.1).
09/16/19	Rebecca Blake Chaikin	0.70	Telephone conference with Company and M-III re open diligence needs.
09/16/19	Emily K.S. Kehoe	1.00	Telephone conference with K&E team, Company, M-III re works in process and diligence.
09/16/19	Leo Rosenberg	1.20	Prepare documents for upcoming hearing (.4); research precedent documents related to pleadings (.8).
09/16/19	Laura Saal	2.30	Coordinate transportation to and from Poughkeepsie, NY (.4); reserve and coordinate additional hotel rooms (.4); prepare pro hac vice motion for R. McLellarn (.4); correspond with R. McLellarn re same (.2); review and revise (.2); electronic filing of same (.3); prepare order and upload for entry by court (.4).
09/17/19	Nitzan Halperin	0.20	Telephone conference with K&E team re work in process.
09/17/19	Katie Kane	0.30	Set up telephone conference hearing line.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	Alex McCammon	0.20	Telephone conference with K&E team re works-in-process.
09/17/19	Kimberly Pageau	0.40	Conference with K&E team re works in process.
09/17/19	Andrew Polansky	0.50	Conference with B. Winger, K&E team re works in progress, case status.
09/17/19	W. Benjamin Winger	0.40	Participate in telephone conference with K&E team work in progress.
09/18/19	Katie Kane	0.20	Open telephonic hearing line.
09/19/19	Nir Levin	2.50	Review pleadings and research materials re status of case.
09/20/19	Nir Levin	0.20	Correspond with K. Pageau re work in progress document.
09/23/19	Nir Levin	2.00	Office conference with K. Pageau re work in progress chart (.5); revise work in progress chart (.8); correspond with R. McLellarn, E. Kehoe re work in progress chart (.2); review research re discretionary severance payments (.5).
09/23/19	Kimberly Pageau	0.70	Correspond with N. Levin re work in process documents and meetings (.5); review and revise work in process chart (.2).
09/23/19	Laura Saal	0.30	Electronic filing of Affidavit of Publication.
09/23/19	Simon James Wood	0.50	Conference with R. McLellarn re case status.
09/24/19	Katie Kane	2.30	Prepare for filing of Pricewaterhouse Cooper Retention Application.
09/24/19	Nir Levin	0.50	Conference with K. Pageau re work in progress telephone conference (.3); revise work in progress document (.2).
09/25/19	Rebecca Blake Chaikin	0.20	Telephone conference with K&E team re work in progress.
09/25/19	Katie Kane	2.40	Participate in conference with K&E team re case status (.5); assist with notice preparation and file notice (.7); file PwC Retention Application (.4); research precedent re settlements with Johnson Law (.8).
09/25/19	Nir Levin	0.90	Telephone conference with K&E team re work in progress (.5); conference with K. Pageau re Asset Sale Motion and research (.4).
09/25/19	Alex McCammon	0.30	Telephone conference with K&E team re works in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/25/19	Kimberly Pageau	0.40	Telephone conference with K&E team re work in progress conference.
09/25/19	Miriam A. Peguero Medrano	0.30	Telephone conference with K&E team re work in progress.
09/25/19	Leo Rosenberg	0.20	Prepare docket update.
09/25/19	Leo Rosenberg	0.50	Notate creditor inquiries log.
09/25/19	Laura Saal	0.40	Participate in telephone conference with K&E team re work in progress.
09/25/19	Josh Sussberg, P.C.	0.20	Correspond with K&E team re letters of intent and status.
09/25/19	Simon James Wood	0.50	Conference with K&E team re works in process.
09/26/19	Katie Kane	1.10	Set up hearing line and send calendar invite (.4); draft shell re sale motion and order (.7).
09/30/19	Katie Kane	0.40	Send hearing calendar invite.
09/30/19	Nir Levin	0.80	Revise work in progress document.
09/30/19	Kimberly Pageau	0.30	Correspond with K&E team re works in process charts and critical dates.
Total		57.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018624
Client Matter: 13699-9

In the Matter of DIP Financing, Debt Finance Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 163,914.50

Total legal services rendered

\$ 163,914.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mark Adler	15.00	1,090.00	16,350.00
Susan D. Golden	2.20	1,135.00	2,497.00
Nitzan Halperin	15.80	705.00	11,139.00
Paul Stephens Hendrickson	0.50	940.00	470.00
Chad J. Husnick, P.C.	20.30	1,515.00	30,754.50
Melissa J. Hutson, P.C.	3.00	1,545.00	4,635.00
Emily K.S. Kehoe	6.00	920.00	5,520.00
Library Factual Research	0.90	360.00	324.00
Kevin Scott McClelland	19.90	920.00	18,308.00
Robert McLellarn	4.80	920.00	4,416.00
Rohit Nafday	0.20	1,155.00	231.00
Robert Orren	0.70	430.00	301.00
Kimberly Pageau	52.80	705.00	37,224.00
Leo Rosenberg	0.70	265.00	185.50
Laura Saal	16.40	430.00	7,052.00
Daryl L. Steiger	1.20	920.00	1,104.00
Josh Sussberg, P.C.	1.90	1,565.00	2,973.50
W. Benjamin Winger	18.00	1,135.00	20,430.00
TOTALS	180.30		\$ 163,914.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Nitzan Halperin	7.80	Research re Creditors' Committee DIP expert opinion (4.2); research re Creditors' Committee objection to the consultant agreement (3.6).
09/01/19	Chad J. Husnick, P.C.	2.30	Correspond and telephone conference with J. Sussberg, S. Burian, J. Feintuch, S. Levinson, B. Sandler re DIP issues (.4); review and analyze Creditors' Committee objection re same (.7); review and revise reply re same (1.2).
09/01/19	Kevin Scott McClelland	7.30	Review and revise DIP reply (3.8); analyze and research issues re same (3.5).
09/01/19	Kimberly Pageau	7.30	Research DIP financing fee enhancement precedent (1.1); review and revise DIP reply (5.1); correspond with K&E team re same (1.1).
09/01/19	Laura Saal	1.20	Research re DIP interim orders precedent.
09/01/19	Laura Saal	0.40	Prepare notice of filing re final cash management order.
09/01/19	Josh Sussberg, P.C.	0.40	Correspond with K&E team re DIP and status.
09/02/19	Mark Adler	1.00	Review, analyze Creditors' Committee deal.
09/02/19	Nitzan Halperin	5.10	Research, review and summarize cases from U.S. Trustee's objection to the store closing motion (4.2); review, analyze precedents of DIP motions, DIP orders, store closing motions and research re connection between DIP lender and consultant (.9).
09/02/19	Chad J. Husnick, P.C.	1.40	Correspond and conference with J. Sussberg, S. Burian, J. Feintuch, S. Levinson, B. Sandler re DIP issues (.6); review and revise reply re same (.8).
09/02/19	Library Factual Research	0.90	Provide fee letters re DIP agreements.
09/02/19	Kevin Scott McClelland	7.30	Review and revise DIP reply (5.1); analyze issues re same (1.6); correspond with multiple parties re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/19	Kimberly Pageau	10.00	Review and analyze fee letter precedent and precedent case transcripts (1.5); review and analyze cases cited in Creditors' Committee objection (2.4); review and analyze cases cited in U.S. Trustee objection (.8); review and revise DIP reply (3.9); correspond with K&E team re same (1.2); correspond with Stretto team re same (.2).
09/02/19	Laura Saal	1.00	Prepare notice of filing re final DIP order (.7); electronic filing of reply re DIP and store closing (.3).
09/02/19	Josh Sussberg, P.C.	1.00	Conference with S. Levinson re DIP (.2); conference with S. Burian re same (.2); conference with M. Meghji re same (.2); conference with C. Husnick re same (.2); conference with B. Sandler re same (.2).
09/03/19	Mark Adler	6.50	Review, analyze final order, A&R Note and related matters.
09/03/19	Susan D. Golden	0.70	Telephone conference with A. Leonhard re DIP Reply and Committee objection (.4); telephone conference with C. Husnick re response to U.S. Trustee DIP objection (.3).
09/03/19	Nitzan Halperin	2.90	Review precedent re DIP lender and DIP consultant connections.
09/03/19	Paul Stephens Hendrickson	0.50	Correspond with deal team re DIP note (.1); review and assess tax implications re same (.3); correspond with A. Sexton re same (.1).
09/03/19	Chad J. Husnick, P.C.	4.30	Review and revise portions of DIP order (.8); prepare for hearing re DIP (2.2); correspond and conference with B. Winger, J. Sussberg, S. Levinson, S. Fox, B. Sandler re same (1.3).
09/03/19	Melissa J. Hutson, P.C.	2.50	Review revise DIP Note (1.0); telephone conferences with K&E team re same (1.5).
09/03/19	Emily K.S. Kehoe	6.00	Draft, revise presentation re DIP financing (3.0); review, analyze pleadings re same (2.0); review, analyze term sheets, agreements re same (.5); correspond with C. Husnick re same (.5).
09/03/19	Kevin Scott McClelland	3.40	Review and revise DIP order (1.1); correspond with multiple parties re same (1.2); review and revise presentation re same (.4); analyze issues re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/19	Kimberly Pageau	10.80	Prepare and file notice of revised credit agreement (.7); correspond with K&E team re revised final DIP order (.2); draft declaration in support of final DIP Order (3.9); review and revise DIP order (6.0).
09/03/19	Laura Saal	3.70	Draft shell re supplemental declaration of S. Burian (.6); correspond with K. Pageau re same (.2); prepare for and assist with filing of same (.9); review and revise Notice of Filing Final DIP Order (.7); correspond with B. Winger and K. McClelland re same (.4); prepare for and assist with filing of Notice of Revised Final DIP Order (.9).
09/03/19	Daryl L. Steiger	0.50	Review and analyze second amended and restated DIP term note (.3); correspond with K&E team re the same (.1); correspond with Library services re Bloomberg search (.1).
09/03/19	Josh Sussberg, P.C.	0.50	Correspond with K&E team re DIP and status.
09/03/19	W. Benjamin Winger	5.20	Review, revise final DIP order, amended note (2.9); research, analyze diligence materials re same (1.2); conferences with M. Adler, Creditors' Committee, prepetition secured parties, DIP lenders re same (1.1).
09/04/19	Mark Adler	5.50	Review, analyze A&R DIP Note and order.
09/04/19	Kevin Scott McClelland	1.50	Prepare DIP order for filing (.9); correspond with multiple parties re same (.6).
09/04/19	Rohit Nafday	0.20	Telephone conference with R. Chaikin re DIP financing amendments.
09/04/19	Robert Orren	0.70	Prepare for submission of cash management order (.2); submit same (.2); correspond with K&E team re submission of DIP order (.3).
09/04/19	Laura Saal	2.00	Prepare for and upload Final DIP order (.9); prepare and file notice of revised DIP credit agreement (.6); prepare for and electronic filing of notice of revised DIP credit agreement (.3); coordinate service of same (.2).
09/04/19	Daryl L. Steiger	0.70	Review and analyze revised draft of second amended and restated DIP term note (.2); telephone conference with K&E team and Jones Day team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	W. Benjamin Winger	2.10	Review, finalize final DIP order, revised note (1.4); conferences with Jones Day re same (.7).
09/05/19	Mark Adler	0.40	Review, analyze DIP matters.
09/05/19	Chad J. Husnick, P.C.	0.10	Conference with M. Meghji re DIP covenants and related issues.
09/05/19	Melissa J. Hutson, P.C.	0.50	Address DIP questions.
09/06/19	Mark Adler	0.40	Review, analyze DIP matters.
09/06/19	Chad J. Husnick, P.C.	0.20	Correspond and conference with J. Sussberg re DIP issues.
09/09/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with K&E team, other advisors re DIP issues.
09/10/19	Mark Adler	0.20	Review questions re fees.
09/10/19	W. Benjamin Winger	1.40	Review, analyze budget, final DIP order matters (.7); conferences with M-III, C. Husnick, K&E team re same (.4); review, revise materials re same (.3).
09/11/19	W. Benjamin Winger	0.70	Review, analyze budget, final DIP order matters (.4); conferences with C. Husnick, K&E team, M-III re same (.3).
09/12/19	Mark Adler	0.30	Review, analyze DIP matters.
09/12/19	Kevin Scott McClelland	0.40	Review and revise DIP Order and notice.
09/12/19	Kimberly Pageau	2.50	Correspond with K&E team re amended DIP order and notice (.4); review and revise re same (2.1).
09/13/19	Mark Adler	0.30	Review, analyze DIP milestones.
09/14/19	Chad J. Husnick, P.C.	1.30	Correspond and conference with S. Levinson, B. Winger, J. Sussberg, B. Sandler, and M. Meghji re DIP issues.
09/15/19	Chad J. Husnick, P.C.	1.20	Correspond and conference with S. Levinson, B. Winger, J. Sussberg, B. Sandler, and M. Meghji re DIP issues.
09/16/19	Mark Adler	0.20	Review, analyze new milestone.
09/16/19	Susan D. Golden	0.50	Correspond with K. Pageau and L. Saal re amendment to DIP Order.
09/16/19	Chad J. Husnick, P.C.	1.30	Correspond and conference with B. Winger, J. Sussberg, B. Sandler, S. Levinson, and M. Meghji re DIP issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/19	Kimberly Pageau	3.50	Draft notice of order authorizing amendments to DIP order and notice re same (2.4); correspond with K&E team re same (.4); review and revise same (.5); review DIP order for process re payment of prepetition secured lender fees (.2).
09/17/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with B. Winger, J. Sussberg, B. Sandler, S. Levinson, and M. Meghji re DIP issues (.4); draft and revise status update (.3).
09/17/19	Kimberly Pageau	5.10	Review and revise order amending final DIP order (1.1); review and revise notice re same (1.1); correspond with K&E team re same (.8); draft motion to seal re same (2.1).
09/17/19	Laura Saal	1.90	Research precedent re motion to seal proposed amendment to DIP order (.9); correspond with K. Pageau re same (.2); prepare draft shell of same (.8).
09/17/19	W. Benjamin Winger	1.10	Review, revise DIP amendment, related materials (.5); research, analyze diligence materials re same (.3); conferences with Jones Day, Company, C. Husnick re same (.3).
09/18/19	Mark Adler	0.20	Review, analyze DIP Order amendment.
09/18/19	Chad J. Husnick, P.C.	0.70	Correspond with K&E team, Company, opposing counsel re status update and DIP amendment order.
09/18/19	Kimberly Pageau	1.10	Review, revise order amending final DIP Order (.6); correspond with B. Winger, M. Adler re same (.3); correspond with K&E team, Jones Day, U.S. Trustee, Creditors' Committee re same (.2).
09/18/19	W. Benjamin Winger	1.70	Review, revise DIP amendment, related materials (.9); research, analyze diligence materials re same (.6); conferences with Company, Jones Day, C. Husnick re same (.2).
09/19/19	Chad J. Husnick, P.C.	0.90	Review and revise DIP amendment order (.4); correspond and conference with K&E team re same (.5).
09/19/19	Kimberly Pageau	0.50	Correspond with prepetition secured lenders, K&E team re order amending DIP order.
09/20/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with K&E team re DIP amendment order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/20/19	Kimberly Pageau	5.30	Correspond with K&E team, DIP Parties, Stretto re DIP Amendment Order (1.8); correspond with S. Golden re same (.4); review, revise notice re DIP Amendment Order and compile re same (1.9); correspond with B. Winger re same (.6); prepare and file notice and DIP Amendment Order (.6).
09/20/19	Laura Saal	5.20	Prepare notice of amended DIP order (.7); prepare for and electronic filing of same (4.3); coordinate service of same (.2).
09/20/19	W. Benjamin Winger	1.20	Review, revise DIP order, related notice (.6); research, analyze diligence materials, precedent re same (.3); conferences with K. Pageau, other stakeholders re same (.3).
09/23/19	Chad J. Husnick, P.C.	0.80	Correspond and conference with K&E team re DIP issues.
09/23/19	Kimberly Pageau	0.80	Draft notice of DIP status conference (.5); correspond with K&E team re same (.3).
09/23/19	W. Benjamin Winger	0.40	Review, revise DIP materials (.2); conferences with K. Pageau re same (.2).
09/24/19	Susan D. Golden	0.50	Correspond with E. Kehoe and K. Pageau re DIP milestone hearing.
09/24/19	Chad J. Husnick, P.C.	0.30	Correspond and conference with K&E team, Company, other advisors re DIP issues.
09/24/19	Kimberly Pageau	2.20	Review and revise notice of DIP status conference (1.2); correspond with K&E team re status conference logistics (1.0).
09/25/19	Susan D. Golden	0.50	Office conference with E. Kehoe re DIP milestones (.3); telephone conference with A. Leonhard re consent to telephonic hearing (.2).
09/25/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with B. Winger, J. Sussberg re DIP loan issues.
09/25/19	Kimberly Pageau	0.40	Review, revise notice of DIP status conference (.3); correspond with K&E team re same (.1).
09/25/19	W. Benjamin Winger	0.90	Review, revise DIP order (.4); conferences with DIP parties, C. Husnick, K&E team re same (.3); research, analyze diligence materials re same (.2).
09/26/19	Chad J. Husnick, P.C.	0.40	Correspond and conference with B. Winger, J. Sussberg re DIP loan issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/27/19	Chad J. Husnick, P.C.	1.50	Correspond and conference with K&E team, Company, opposing counsel, other advisors re DIP issues.
09/27/19	Kimberly Pageau	2.50	Correspond with B. Winger re second order amending DIP (.3); draft notice and order re same (1.1); review and revise re same (.7); correspond with K&E team, DIP Parties, U.S. Trustee re same (.4).
09/27/19	Laura Saal	0.20	Correspond with K. Pageau re potential filing of Amended DIP Order.
09/27/19	W. Benjamin Winger	1.90	Review, revise amendment to DIP order (.4); research, analyze diligence materials, precedent re same (1.1); conferences with Company, stakeholders, C. Husnick re same (.4).
09/29/19	Chad J. Husnick, P.C.	0.40	Correspond and conference with K&E team, Company re DIP issues.
09/30/19	Chad J. Husnick, P.C.	0.40	Correspond and conference with K&E team re DIP order.
09/30/19	Robert McLellarn	4.80	Conference with B. Winger re DIP hearing and related pleadings (.3); review, draft motion to enforce DIP order (3.0); draft declaration re same (1.5).
09/30/19	Kimberly Pageau	0.80	Draft notice of DIP status conference.
09/30/19	Leo Rosenberg	0.70	Research and pull precedent DIP orders.
09/30/19	Laura Saal	0.80	Prepare draft shell of motion to enforce the DIP order.
09/30/19	W. Benjamin Winger	1.40	Review, analyze DIP matters (.7); review, revise materials re same (.3); research, analyze diligence materials re same (.2); conferences with C. Husnick, K&E team re same (.2).
Total		180.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018623
Client Matter: 13699-10

In the Matter of Claims Administration and Objections

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 4,020.50

Total legal services rendered

\$ 4,020.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	1.30	1,045.00	1,358.50
Susan D. Golden	1.20	1,135.00	1,362.00
Kimberly Pageau	1.60	705.00	1,128.00
Laura Saal	0.40	430.00	172.00
TOTALS	4.50		\$ 4,020.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Laura Saal	0.40	Draft notice of filing re final bar date order.
09/12/19	Susan D. Golden	1.00	Conference and correspond with K. Pageau and R. Chaikin re publication of bar date order (.5); correspond and conference with A. Levin re deadlines for publication of bar date order (.3); review proposed notice for publication (.2).
09/12/19	Kimberly Pageau	0.40	Review and revise bar date notices and correspond with S. Golden re same.
09/16/19	Rebecca Blake Chaikin	0.10	Review revised bar date notice.
09/16/19	Kimberly Pageau	0.30	Correspond with K&E team, Stretto re bar date notice.
09/17/19	Rebecca Blake Chaikin	0.30	Correspond with K. Pageau, S. Golden re bar date and publication notices.
09/17/19	Susan D. Golden	0.20	Correspond with R. Chaikin re publication of bar date notice.
09/17/19	Kimberly Pageau	0.60	Correspond with R. Chaikin, S. Golden, Stretto re bar date notice and publication notice (.3); review finalized publication notice (.3).
09/19/19	Rebecca Blake Chaikin	0.40	Revise cover letter to certain vendors (.2); correspond with Stretto re same (.1); correspond with K&E team re bar date notice (.1).
09/19/19	Kimberly Pageau	0.30	Correspond with K&E team and Stretto re service of bar date order, retention orders.
09/27/19	Rebecca Blake Chaikin	0.50	Telephone conference with Company, S. McGuire, R. McLellarn re bar date notice and claims.
Total		4.50	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018622
Client Matter: 13699-11

In the Matter of Corporate and Securities Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 303.00

Total legal services rendered

\$ 303.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chad J. Husnick, P.C.	0.20	1,515.00	303.00
TOTALS	0.20		\$ 303.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/06/19	Chad J. Husnick, P.C.	0.20	Review and revise board minutes (.1); correspond with G. Fu, B. Winger re same (.1).
Total		0.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018621
Client Matter: 13699-12

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 7,245.50

Total legal services rendered

\$ 7,245.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Emily K.S. Kehoe	5.00	920.00	4,600.00
Robert McLellarn	0.50	920.00	460.00
Miriam A. Peguero Medrano	3.10	705.00	2,185.50
TOTALS	8.60		\$ 7,245.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/19	Emily K.S. Kehoe	0.50	Correspond with K&E team re vendor and creditor communications.
09/06/19	Emily K.S. Kehoe	4.50	Telephone conferences with K. Pageau, M. Peguero Medrano, N. Halperin re creditor telephone conferences (1.0); correspond with K&E team re same (.5); telephone conference with creditors re Bankruptcy Code inquiries (1.5); correspond with Company re same (1.5).
09/06/19	Miriam A. Peguero Medrano	3.10	Telephone conference with E. Kehoe and K. Pageau re creditor communications (1.0); correspond with K. Pageau re same (.3); correspond with creditors re inquiries (1.5); revise creditor escalation log (.3).
09/10/19	Robert McLellarn	0.50	Telephone conference with B. Winger and Company's PR team re case status.
Total		8.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018620
Client Matter: 13699-13

In the Matter of Creditors' Committee Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 7,710.00

Total legal services rendered

\$ 7,710.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	2.20	1,045.00	2,299.00
Emily K.S. Kehoe	3.50	920.00	3,220.00
Josh Sussberg, P.C.	1.40	1,565.00	2,191.00
TOTALS	7.10		\$ 7,710.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Emily K.S. Kehoe	2.50	Prepare for Creditors' Committee meeting (.5); correspond with S. Golden, K&E team, M-III team, U.S. Trustee re same (2.0).
09/05/19	Rebecca Blake Chaikin	2.20	Correspond with K&E team re conference with Creditors' Committee (.2); attend same (2.0).
09/05/19	Emily K.S. Kehoe	1.00	Prepare for and attend Creditors Committee meeting re Company and chapter 11 case status update.
09/05/19	Josh Sussberg, P.C.	1.40	Attend Creditors' Committee meeting (.9); follow-up with Creditors' Committee re same (.5).
Total		7.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018619
Client Matter: 13699-15

In the Matter of Employee Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 301,800.50

Total legal services rendered

\$ 301,800.50

Legal Services for the Period Ending September 30, 2019 Pg. 248 of 365 Invoice Number: 1050018619
 Barneys New York, Inc. Matter Number: 13699-15
 Employee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	54.70	1,045.00	57,161.50
Susan D. Golden	14.30	1,135.00	16,230.50
Nitzan Halperin	0.80	705.00	564.00
Chad J. Husnick, P.C.	10.60	1,515.00	16,059.00
Tatum Ji	0.30	995.00	298.50
Katie Kane	1.30	265.00	344.50
Emily K.S. Kehoe	69.00	920.00	63,480.00
R.D. Kohut	0.50	1,120.00	560.00
Hannah Kupsky	1.30	325.00	422.50
Nir Levin	26.30	595.00	15,648.50
Robert McLellarn	0.60	920.00	552.00
Rohit Nafday	6.50	1,155.00	7,507.50
Kimberly Pageau	25.30	705.00	17,836.50
Miriam A. Peguero Medrano	74.10	705.00	52,240.50
Andrew Polansky	48.30	705.00	34,051.50
Laura Saal	5.90	430.00	2,537.00
Josh Sussberg, P.C.	4.40	1,565.00	6,886.00
W. Benjamin Winger	8.30	1,135.00	9,420.50
TOTALS	352.50		\$ 301,800.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Rebecca Blake Chaikin	4.90	Revise incentive plan motion (4.2); telephone conference with S. Golden re same (.6); office conference with N. Halperin re same and next steps (.1).
09/01/19	Nitzan Halperin	0.40	Revise board presentation re sale incentive plan.
09/01/19	Rohit Nafday	0.60	Review and revise sale incentive plan declaration.
09/01/19	W. Benjamin Winger	0.90	Review, analyze sale incentive plan matters (.5); conferences with M-III, Company re same (.2); research, analyze diligence materials re same (.2).
09/02/19	Rebecca Blake Chaikin	0.70	Revise incentive plan declaration and motion (.4); correspond with M-III and R. Nafday re same (.3).
09/02/19	Susan D. Golden	0.50	Telephone conference with R. Chaikin re incentive plan questions.
09/02/19	Rohit Nafday	0.70	Review and revise sale incentive plan motion.
09/02/19	Kimberly Pageau	1.10	Review and revise KEIP motion.
09/02/19	Josh Sussberg, P.C.	0.10	Correspond with K&E team re incentive plan.
09/03/19	Rebecca Blake Chaikin	4.60	Revise incentive plan motion (2.2); telephone conference with R. Nafday re same (.3); telephone conferences with C. Good re same (.7); office conferences with S. Golden re same and applicable rules (.6); correspond with K&E, M-III, and Houlihan teams re same (.7); telephone conference with L. Saal re service requirements for same (.1).
09/03/19	Susan D. Golden	1.50	Review and revise KEIP motion and declaration (1.0); correspond with R. Chaikin and K&E team re questions re same (.5).
09/03/19	Nitzan Halperin	0.40	Correspond with B. Winger and K&E team re KEIP motion.
09/03/19	Rohit Nafday	0.40	Review and revise sales incentive plan motion (.3); correspond with R. Chaikin re same (.1).
09/03/19	W. Benjamin Winger	2.40	Review, revise sale incentive plan motion (1.8); research, analyze diligence materials, precedent re same (.4); conferences with R. Chaikin, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Rebecca Blake Chaikin	5.10	Revise incentive plan motion and declaration (4.7); correspond with Company, Lenders, Creditors' Committee re same (.2); telephone conference with M. Meghji re same (.2).
09/04/19	Susan D. Golden	1.30	Review several iterations of sale incentive plan motion (1.0); correspond with R. Chaikin re same (.3).
09/04/19	Chad J. Husnick, P.C.	0.40	Correspond and conference with J. Sussberg re employment agreement issues (.2); review and analyze employment agreement (.2).
09/04/19	Rohit Nafday	0.20	Review and revise sales incentive plan for filing.
09/04/19	Laura Saal	1.50	Prepare filing versions of sale incentive motion and declaration in support of (.3); correspond with R. Chaikin re filing and service (.3); telephone conference with Stretto re same (.2); prepare for and electronic filing of motion and declaration (.7).
09/04/19	Laura Saal	0.40	Research re KEIP precedent.
09/04/19	Josh Sussberg, P.C.	2.30	Review employee reimbursable expense matter and correspond with K&E team re same (.5); telephone conferences with C. Husnick re same and hearing (.5); telephone conference with M. Meghji, D. Vitale re same (.5); review and revise KEIP motion (.5); correspond with R. Chaikin re same (.3).
09/04/19	W. Benjamin Winger	1.80	Review, analyze sale incentive plan matters (.6); review, revise motion re same (.4); conferences with U.S. Trustee, Creditors' Committee, other stakeholders re same (.8).
09/05/19	Emily K.S. Kehoe	1.00	Correspond with R. Chaikin, K&E team re key employee incentives and motion re same.
09/06/19	Chad J. Husnick, P.C.	0.50	Correspond with G. Fu, B. Winger, J. Sussberg re employment agreement issues.
09/06/19	Katie Kane	1.30	Research KEIP presentation and talking point precedent (.6); research KEIP motions, objections, and replies across SDNY cases (.7).
09/06/19	Hannah Kupsky	0.50	Prepare shell re reply to incentive plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/06/19	Miriam A. Peguero Medrano	8.30	Correspond with N. Halperin re sale incentive plan motion (.1); correspond with K. Kane re KIEP reply precedent (.2); review KEIP precedent (2.0); review Barney KIEP motion (1.0); draft chart re KEIP U.S. Trustee objections (1.2); draft KEIP reply (3.0); research KEIP presentations (.8).
09/07/19	Emily K.S. Kehoe	2.00	Review, revise KEIP reply (1.0); review, revise KEIP hearing presentation (1.0).
09/07/19	Miriam A. Peguero Medrano	6.50	Review KEIP hearing presentation precedent (1.6); draft hearing presentation for KEIP (2.5); correspond with E. Kehoe re same (.1); revise same (2.3).
09/09/19	Rebecca Blake Chaikin	0.20	Correspond with K&E team re conferring with U.S. Trustee re Incentive Plan.
09/10/19	Rebecca Blake Chaikin	0.20	Correspond with M. Meghji, R. Nafday re telephone conference with U.S. Trustee re Incentive Plan.
09/10/19	Hannah Kupsky	0.80	Draft shell re supplemental KEIP declaration (.3); pull precedent re same (.5).
09/10/19	Rohit Nafday	0.30	Telephone conference with R. Chaikin re incentive plan.
09/10/19	W. Benjamin Winger	0.60	Review, analyze sale incentive plan matters (.3); research diligence materials re same (.2); conferences with Creditors' Committee, R. Chaikin re same (.1).
09/11/19	Rebecca Blake Chaikin	0.60	Telephone conference with A. Leonhard, S. Golden re incentive plan (.2); correspond with K&E team and M. Meghji re same (.4).
09/11/19	Susan D. Golden	1.00	Telephone conference with R. Chaikin and M. Meghji re preliminary U.S. Trustee comments to incentive plan (.5); telephone conference with R. Chaikin and A. Leonhard re U.S. Trustee comments to Incentive Plan (.5).
09/11/19	Emily K.S. Kehoe	4.50	Review, revise incentive plan supplemental declaration (2.5); review, revise reply re same (1.5); correspond with K&E team re same (.5).
09/11/19	Emily K.S. Kehoe	2.00	Telephone conference with U.S. Trustee re incentive plan motion (.5); correspond with K&E team re objection to same (.5); review, analyze precedent re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/19	Rohit Nafday	0.20	Telephone conference with R. Chaikin re incentive plan.
09/11/19	Miriam A. Peguero Medrano	6.70	Research KEIP declaration precedent (.5); review KEIP declaration precedent (1.5); draft supplemental declaration for Incentive Plan (1.5); correspond with E. Kehoe re same (.5); review case precedent for market comparables (2.0); revise market comparables chart (.4); revise KEIP declarations (.3).
09/12/19	Rebecca Blake Chaikin	0.60	Correspond with K&E team re Incentive Plan reply, declaration, and deadlines (.5); correspond with L. Saal re filing re same (.1).
09/12/19	Susan D. Golden	3.80	Correspond with E. Kehoe re supplemental declaration in support of incentive plan (.3); correspond with E. Kehoe, R. Chaikin, M-III and Houlihan teams re same (1.0); review and revise supplemental declaration in support of incentive plan (2.0); telephone conference with A. Leonhard re same (.2); telephone conference and correspond with C. Husnick re procedure to extend objection deadline (.2); telephone conference with Chambers re procedure to extend objection deadline (.1).
09/12/19	Emily K.S. Kehoe	9.50	Review, revise draft reply to KEIP (1.0); correspond with K&E team re same (1.0); review, revise supplemental declaration to reply (3.0); correspond with S. Golden, R. Chaikin, K&E team re same (2.0); correspond with M-III team re same (1.0); review, analyze precedent re same (1.5).
09/12/19	Miriam A. Peguero Medrano	4.40	Correspond with E. Kehoe re KEIP declaration (.2); telephone conference with K. Kane re KEIP precedent (.2); correspond with A. Polansky re same (.2); review KEIP precedent (2.0); revise KEIP market comparables chart (.5); correspond with E. Kehoe re same (.3); review KEIP precedent (.5); revise KEIP chart (.5).
09/12/19	Andrew Polansky	7.90	Review, analyze precedent KEIPs re KEIP Reply (4.4); draft summary re same (1.2); review, analyze case law re DIP Reply (1.7); correspond with B. Winger re same (.6).
09/12/19	Laura Saal	1.90	Research precedent re KEIP declarations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/19	Josh Sussberg, P.C.	0.20	Telephone conference with R. Feinstein re KEIP.
09/12/19	W. Benjamin Winger	0.90	Review, analyze employee matters, including severance (.4); research statutes, diligence materials re same (.3); conferences with Company re same (.2).
09/13/19	Rebecca Blake Chaikin	7.10	Revise supplemental declaration (.7); office conference with S. Golden re same (.3); office conference with J. Sussberg re same and hearing planning (.1); correspond with K&E team re objections (.4); analyze same (1.8); revise summary chart of same (1.9); telephone conference with Y. French re declaration (.1); telephone conference with R. Nafday and E. Kehoe re incentive plan (.6); office conferences with E. Kehoe re same (.4); draft notes for reply (.8).
09/13/19	Susan D. Golden	2.50	Office conference with R. Chaikin re incentive plan supplemental declaration (.3); telephone conference with B. Winger re same (.1); telephone conference and correspond with E. Kehoe re same (.2); review and analyze objections to incentive plan (1.5); correspond with E. Kehoe, R. Chaikin, Houlihan and M-III teams re objections to incentive plan and information for supplemental declaration (.4).
09/13/19	Chad J. Husnick, P.C.	0.50	Correspond and conference with B. Winger, J. Sussberg re sale incentive plan issues.
09/13/19	Emily K.S. Kehoe	10.00	Review, analyze objections to KEIP motion (2.0); draft findings, objection tracker re same (1.0); correspond with K&E team re same (1.0); review, revise reply to KEIP (1.0); correspond with K&E team re same (1.0); review, revise supplemental declaration to reply (3.0); correspond with K&E team re same (1.0).
09/13/19	Rohit Nafday	0.50	Telephone conference with R. Chaikin and E. Kehoe re KEIP objections.
09/13/19	Kimberly Pageau	3.10	Research case law on postpetition payments made to temporary staffing agency (2.9); correspond with E. Kehoe re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/19	Miriam A. Peguero Medrano	7.20	Correspond with K&E team re KEIP Reply (.5); correspond with K. Kane re ECF notifications (.2); review KEIP objections (2.3); revise objection tracker re same (1.6); correspond with E. Kehoe and A. Polansky re same (.5); correspond with A. Polansky re same (.3); revise objection tracker (.8); revise declaration re KEIP (1.0).
09/13/19	Andrew Polansky	4.40	Conference with R. Chaikin re KEIP Reply (.3); draft graphic re KEIP Reply (1.2); correspond with B. Winger re KEIP Reply (.3); review, analyze case law re same (2.6).
09/13/19	Josh Sussberg, P.C.	0.70	Telephone conferences with B. Sandler, C. Husnick, R. Chaikin re incentive plan.
09/13/19	W. Benjamin Winger	0.90	Review, analyze sale incentive plan matters (.4); research, analyze diligence materials re same (.3); conferences with E. Kehoe, K&E team re same (.2).
09/14/19	Rebecca Blake Chaikin	8.20	Revise supplemental declaration (6.1); analyze objections (.7); correspond with K&E team re reply (.3); revise graphic re bonus pool (.5); review precedent for incentive plan replies (.6).
09/14/19	Susan D. Golden	1.00	Correspond with R. Chaikin, E. Kehoe, Houlihan and M-III teams re supplemental disclosure and response to objections to incentive plan.
09/14/19	Emily K.S. Kehoe	13.00	Correspond with M. Peguero Medrano, K&E team re KEIP reply (3.0); review, revise draft of same (4.0); review, analyze precedent, related materials re same (2.0); correspond with M-III team, Company re same (1.0); correspond with K&E team re supplemental declaration in support of KEIP reply (1.5); review, revise same (1.5).
09/14/19	Rohit Nafday	0.20	Review and analyze Creditors' Committee proposed changes to incentive plan.
09/14/19	Kimberly Pageau	8.20	Correspond with K&E team re KEIP reply (.6); research KEIP reply precedent (2.5); review and revise KEIP reply (5.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/19	Miriam A. Peguero Medrano	15.60	Research re KEIP reply (1.2); telephone conference with E. Kehoe, A. Polansky, K. Pageau re same (.3); research KEIP precedent (1.4); correspond with E. Kehoe re Committee Resolution (.5); draft KEIP reply (4.0); revise comparables chart in reply (1.2); review KEIP precedent re KEIP term sheets (.6); correspond with E. Kehoe re comments to Reply (.5); revise reply (2.5); correspond with K. Pageau, A. Polansky re same (.2); further revisions to reply (3.2).
09/14/19	Andrew Polansky	10.50	Review, analyze case law re KEIP Reply (3.7); correspond with B. Winger re same (.2); conferences with M. Peguero Medrano re KEIP Reply (.7); revise KEIP Reply (3.3); review, analyze case cites re same (1.4); revise graphic re same (1.2).
09/14/19	Josh Sussberg, P.C.	0.60	Correspond with K&E team re incentive plan order and status (.3); telephone conference with C. Husnick re same (.3).
09/15/19	Rebecca Blake Chaikin	9.30	Revise incentive plan reply (5.9); revise supplemental declaration (1.2); review first day declaration and Company materials re same (.6); correspond re Creditors' Committee agreement (.2); correspond with K&E team re pleadings (1.4).
09/15/19	Susan D. Golden	2.20	Review and revise supplemental Dec in support of incentive plan (.5); telephone conference with R. Chaikin re same (.1); review comments of B. Winger to Supplemental Declaration (.4); correspond with R. Chaikin re same (.1); review and revise omnibus reply to incentive plan objections (1.1).
09/15/19	Emily K.S. Kehoe	4.00	Review, revise KEIP supplemental declaration (3.5); correspond with K&E team re KEIP reply and supplemental declaration (.5).
09/15/19	Rohit Nafday	1.60	Review and revise supplemental declaration (.5); review and revise incentive plan re comments from Creditor's Committee (1.1).
09/15/19	Kimberly Pageau	8.50	Review and analyze KEIP precedent re U.S. Trustee objections (3.3); review and revise KEIP reply (3.9); correspond with K&E team re same (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/19	Miriam A. Peguero Medrano	11.00	Research KEIP motions, objection, and transcripts re U.S. Trustee modifications to KEIP (2.3); correspond with K. Pageau and A. Polansky re same (.5); review same re same (2.3); revise chart re same (1.2); revise reply and declaration (3.9); correspond with E. Kehoe and A. Polansky and K. Pageau re same (.8).
09/15/19	Andrew Polansky	6.00	Revise KEIP Reply (.9); review, analyze precedent re KEIP Reply (3.4); draft summary re same (.7); correspond, conference with M. Peguero Medrano, K. Pageau re KEIP Reply (.6); review, analyze KEIP Reply (.4).
09/16/19	Rebecca Blake Chaikin	4.10	Correspond with Creditors' Committee counsel re incentive plan (.2); review notice of revised proposed order (.2); correspond with K&E team, M-III, HL re reply (.3); revise proposed order and incentive plan (.2); correspond with J. Sussberg re same (.2); correspond with K&E team re reply, supplemental declaration, revised order (1.4); telephone conferences with B. Winger and counsel to objecting parties re incentive plan (.8); office conferences with E. Kehoe re reply and hearing prep (.4); coordinate filing of incentive plan reply pleadings (.4).
09/16/19	Susan D. Golden	0.50	Review final reply to incentive plan objections.
09/16/19	Chad J. Husnick, P.C.	2.40	Prepare for hearing re KEIP (1.7); correspond and conference with B. Winger, J. Sussberg, R. Chaikin, and M. Meghji re same (.7).
09/16/19	Tatum Ji	0.30	Discuss upcoming hearing and attendance internally.
09/16/19	Emily K.S. Kehoe	13.00	Correspond with K&E team re key employee incentive plan reply (1.0); review, revise same (2.0); correspond with M. Peguero Medrano, K&E team re hearing presentation key employee incentive plan (4.0); review, revise same (3.0); correspond with K&E team, M-III team re declaration to same (3.0).
09/16/19	R.D. Kohut	0.10	Conference with labor team and B. Winger re labor hearing issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/19	Rohit Nafday	0.80	Telephone conference with R. Chaikin re incentive compensation plan comments (.1); review and revise incentive plan (.7).
09/16/19	Miriam A. Peguero Medrano	12.10	Revise KEIP hearing presentation (2.3); correspond with A. Polansky re same (.5); further revisions of same (2.9); telephone conference with E. Kehoe and A. Polansky re same (.5); further revisions re same (3.3); telephone conference with E. Kehoe re same (.5); revise same (2.1).
09/16/19	Andrew Polansky	7.40	Draft talking points re key employee incentive plan (3.2); correspond with R. Chaikin re same (.4); revise presentation re same (2.9); correspond with M. Peguero Medrano, R. Chaikin re same (.9).
09/16/19	Laura Saal	0.80	Electronic filing of Sale Incentive Reply (.3); electronic filing of Declaration in Support (.3); coordinate service of same (.2).
09/16/19	Josh Sussberg, P.C.	0.20	Correspond re incentive plan status and telephone conference with C. Husnick re same.
09/17/19	Rebecca Blake Chaikin	6.40	Revise incentive plan hearing presentation (1.8); telephone conferences with K&E team re same (.3); office conference with K&E team re same (1.1); prepare for hearing (1.2); correspond with K&E team re hearing materials (.2); revise demonstrative (.3); comment on direct outline re same (.4); telephone conferences with R. Nafday, Y. French re same (.4); telephone conference with C. Husnick re objections and plan mechanics (.2); correspond with K&E team re same (.2); revise incentive plan hearing talking points (.3).
09/17/19	Chad J. Husnick, P.C.	3.90	Prepare for hearing re KEIP (2.3); correspond and conference with B. Winger, J. Sussberg, R. Chaikin, M. Meghji, Y. French and B. Sandler re same (1.6).
09/17/19	Emily K.S. Kehoe	10.00	Review, revise hearing presentation re key employee incentive plan (4.0); correspond with M. Peguero Medrano, K&E team re same (4.0); review, analyze materials re same (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	Rohit Nafday	0.30	Telephone conference with Y. French and R. Chaikin re Meghji demonstrative.
09/17/19	Miriam A. Peguero Medrano	2.30	Revise presentation re KEIP (.5); correspond with R. Chaikin re same (.2); further revise presentation (1.6).
09/17/19	Andrew Polansky	9.80	Draft talking points re key employee incentive plan (2.7); draft presentation re same (3.9); correspond with E. Kehoe, R. Chaikin re same (.7); revise presentation re same (2.5).
09/18/19	Rebecca Blake Chaikin	2.70	Prepare for hearing re incentive plan (1.3); revise incentive plan and proposed order re resolution at hearing (.3); correspond K&E team, objecting parties re same (.7); correspond with L. Saal re filing of same (.2); review notice re same (.2).
09/18/19	Chad J. Husnick, P.C.	2.40	Prepare for hearing re KEIP (1.6); correspond and conference with K&E team, Company re same (.8).
09/18/19	Rohit Nafday	0.70	Review and revise incentive plan (.4); conference with R. Chaikin re same (.2); telephone conference with B. Winger re same (.1).
09/18/19	Andrew Polansky	2.30	Revise presentation re key employee incentive plan (1.6); conferences with C. Husnick, E. Kehoe, M. Peguero Medrano re same (.7).
09/18/19	Laura Saal	1.30	Prepare notice of filing revised incentive plan order (.6); compile filing version of same (.2); electronic filing of same (.3); coordinate service of same (.2);.
09/18/19	Josh Sussberg, P.C.	0.30	Telephone conferences with C. Husnick re incentive plan hearing.
09/18/19	W. Benjamin Winger	0.80	Review, analyze severance matters (.2); conferences with Company re same (.2); review, revise sale incentive plan (.2); conference with R. Nafday re same (.2).
09/20/19	Nir Levin	5.80	Research, analyze case law, statutes re severance matters (5.0); office conference with E. Kehoe re same (.8).
09/20/19	Robert McLellarn	0.20	Correspond with D. Al-Qattan re proof of claim letter to employees.

Legal Services for the Period Ending September 30, 2019 Pg. 259 of 365 Invoice Number: 1050018619
 Barneys New York, Inc. Matter Number: 13699-15
 Employee Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/19	Chad J. Husnick, P.C.	0.50	Correspond and conference with K&E team, other advisors re sale process issues.
09/21/19	Nir Levin	4.20	Research, analyze case law, statutes re severance matters.
09/23/19	Robert McLellarn	0.40	Review proof of claim letter (.3); correspond with K&E team re same (.1).
09/25/19	Nir Levin	3.30	Revise findings re severance research matters.
09/25/19	Kimberly Pageau	1.70	Correspond with E. Kehoe re research on severance obligations (.4); review, analyze research re same (.9); correspond with N. Levin re same (.4).
09/26/19	Nir Levin	4.50	Review, revise materials re severance matters.
09/26/19	Kimberly Pageau	1.90	Review, analyze research re severance obligations (1.5); correspond with N. Levin re same (.4).
09/27/19	Nir Levin	8.50	Revise findings re severance matters under collective bargaining agreement.
09/27/19	Kimberly Pageau	0.80	Review severance research (.6); correspond with N. Levin re same (.2).
09/30/19	R.D. Kohut	0.40	Conference with B. Winger and Company re CBA issues.
Total		352.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018618
Client Matter: 13699-16

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 6,230.50

Total legal services rendered

\$ 6,230.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nitzan Halperin	0.30	705.00	211.50
Matthew Lovell, P.C.	0.50	1,295.00	647.50
Kevin Scott McClelland	0.90	920.00	828.00
Robert Orren	3.90	430.00	1,677.00
Kimberly Pageau	0.70	705.00	493.50
Miriam A. Peguero Medrano	2.40	705.00	1,692.00
W. Benjamin Winger	0.60	1,135.00	681.00
TOTALS	9.30		\$ 6,230.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/19	Nitzan Halperin	0.30	Revise assumption and rejection procedures order.
09/04/19	Kevin Scott McClelland	0.20	Correspond with multiple parties re rejection list.
09/04/19	Robert Orren	0.80	Prepare for submission of assumption and rejection procedures order (.2); submit same (.2); prepare for submission of lease rejection order (.2); submit same (.2).
09/05/19	Kevin Scott McClelland	0.70	Review and revise rejection procedures (.3); correspond with K&E team re same (.2); correspond with Company re same (.2).
09/05/19	Robert Orren	2.50	Prepare for filing of notice of rejection of certain contracts (1.8); file same (.4); correspond with K&E team and Stretto re same (.3).
09/05/19	Kimberly Pageau	0.70	Draft contract rejection notice pursuant to assumption and rejection order.
09/07/19	Miriam A. Peguero Medrano	2.40	Correspond with E. Kehoe re intellectual property contract (.4); research Bankruptcy Code, case law re same (2.0).
09/09/19	W. Benjamin Winger	0.60	Review, analyze lease rejection matters (.3); conferences with landlords' counsel re same (.3).
09/10/19	Robert Orren	0.60	Revise amended final store closing order (.4); correspond with K&E team re same (.2).
09/17/19	Matthew Lovell, P.C.	0.50	Review underlying agreements for models (.2); correspond with K&E team re potential copyright exposure (.3).
Total		9.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018617
Client Matter: 13699-17

In the Matter of Hearings

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 133,644.00

Total legal services rendered

\$ 133,644.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	2.60	1,045.00	2,717.00
Matthew Colman	0.60	1,090.00	654.00
Yates French	10.00	1,120.00	11,200.00
Susan D. Golden	1.50	1,135.00	1,702.50
Nitzan Halperin	4.80	705.00	3,384.00
Chad J. Husnick, P.C.	8.60	1,515.00	13,029.00
Katie Kane	5.90	265.00	1,563.50
Emily K.S. Kehoe	19.00	920.00	17,480.00
Alex McCammon	1.00	805.00	805.00
Kevin Scott McClelland	8.30	920.00	7,636.00
Robert McLellarn	13.00	920.00	11,960.00
Robert Orren	0.40	430.00	172.00
Kimberly Pageau	12.90	705.00	9,094.50
Miriam A. Peguero Medrano	10.00	705.00	7,050.00
Andrew Polansky	4.00	705.00	2,820.00
Leo Rosenberg	32.70	265.00	8,665.50
Laura Saal	39.00	430.00	16,770.00
Daryl L. Steiger	2.00	920.00	1,840.00
Josh Sussberg, P.C.	0.60	1,565.00	939.00
Josh Urban	3.00	375.00	1,125.00
W. Benjamin Winger	10.70	1,135.00	12,144.50
Simon James Wood	1.50	595.00	892.50
TOTALS	192.10		\$ 133,644.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/02/19	Kevin Scott McClelland	1.60	Prepare and revise first day orders for filing.
09/02/19	Kimberly Pageau	1.10	Correspond with K&E team and prepare notices for revised final orders in preparation for September 4 hearing.
09/02/19	Laura Saal	6.20	Prepare omnibus notice of filing re revised final orders for matters scheduled to be heard at the second day hearing (1.1); review and revise same (.8); compile filing versions of same (1.2); prepare for and electronic filing of same (.9); review and revise agenda (.4); electronic filing of same (.3); compile pleadings for second day hearing and coordinate copying of same (.9); update binders and coordinate copying of same (.6).
09/03/19	Susan D. Golden	0.50	Office conference with L. Saal and L. Rosenberg re logistics for September 4 hearing.
09/03/19	Nitzan Halperin	1.40	Review, revise first day interim and final orders (.8); draft second day hearing talking points (.6).
09/03/19	Emily K.S. Kehoe	2.50	Prepare presentation materials for hearing (1.5); correspond with K&E team re same (1.0).
09/03/19	Kimberly Pageau	0.90	Review final orders in preparation for hearing.
09/03/19	Leo Rosenberg	12.00	Prepare materials for September 4 hearing, and create and deliver docket binders to chambers and U.S. Trustee.
09/03/19	Laura Saal	6.10	Review and organize hearing materials (.9); print and organize additional pleadings (1.8); prepare amended agenda (.5); review and revise same (.7); correspond with K. McClelland re same (.3); prepare for and assist K. Kane with filing of same (.9); review and revise hearing binders re additional filings (1.0).
09/03/19	Josh Urban	3.00	Coordinate equipment and setup for second day hearing.
09/04/19	Yates French	6.00	Prepare for and attend contested DIP and second day hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Nitzan Halperin	2.00	Attend second day hearing.
09/04/19	Nitzan Halperin	1.40	Revise final first day orders for submission (.7); prepare for second day hearing (.7).
09/04/19	Chad J. Husnick, P.C.	2.30	Attend hearing re final DIP and store closing motion.
09/04/19	Chad J. Husnick, P.C.	2.20	Prepare for hearing re final DIP (1.6); correspond and conference with J. Sussberg, B. Winger, D. Vitale re same (.6).
09/04/19	Katie Kane	5.00	Prepare for and assist with hearing.
09/04/19	Emily K.S. Kehoe	6.50	Attend and participate in second day hearing (3.0); prepare orders, talking points and related materials re same (2.0); correspond with K. McClelland, K&E team re preparation of same (1.5).
09/04/19	Kevin Scott McClelland	5.50	Prepare for and participate in second day hearing.
09/04/19	Kevin Scott McClelland	1.20	Prepare orders for submission (.8); correspond with multiple parties re same (.4).
09/04/19	Robert Orren	0.40	Prepare final wages order for submission to court (.2); submit same (.2).
09/04/19	Kimberly Pageau	6.50	Review orders for second day hearing (1.6); prepare for second day hearing (3.9); attend second day hearing (1.0).
09/04/19	Leo Rosenberg	5.00	Prepare materials for September 4 hearing (2.5); attend hearing (2.5).
09/04/19	Laura Saal	5.50	Prepare additional hearing materials (1.1); organize same (.5); attend hearing in order to assist with hearing materials (3.9).
09/04/19	Daryl L. Steiger	2.00	Telephonically attend Final Hearing on 1st Days.
09/04/19	W. Benjamin Winger	4.70	Prepare for contested second day hearing (1.8); review, revise materials re same (.6); participate in second day hearing (1.2); review, revise various second day orders following second day hearing (1.1).
09/10/19	Laura Saal	1.20	Prepare draft agenda for September 18 hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/19	Laura Saal	1.90	Research precedent re notices of adjournment (.6); prepare notice of adjournment (.4); review and revise (.3); correspond with S. Golden re same (.2); electronic filing of notice of adjournment (.2); coordinate service of same (.2).
09/16/19	Susan D. Golden	0.50	Office conference with L. Saal, R. Chaikin, K. Pageau re hearing logistics for September 18 hearing.
09/16/19	Laura Saal	5.10	Review and revise agenda (.7); electronic filing of same (.3); coordinate service of same (.2); prepare hearing binders for September 18 hearing (2.3); prepare and organize loose copies of redlines (1.6).
09/17/19	Matthew Colman	0.40	Correspond with R. McLellarn, M. Lovell, and C. Ray re hearing.
09/17/19	Robert McLellarn	8.00	Review M-III and Houlihan retention applications in preparation for final hearing (4.0); review, revise talking points re same (4.0).
09/17/19	Miriam A. Peguero Medrano	5.00	Prepare for hearing re incentive plan.
09/17/19	Leo Rosenberg	8.60	Assist attorneys with various tasks and prepare materials in preparation for hearing.
09/17/19	Leo Rosenberg	2.20	Prepare materials for hearing.
09/17/19	Laura Saal	5.10	Correspond with L. Rosenberg re hearing materials (.2); review and revise hearing binders (.6); prepare and organize loose copies of pleadings related to hearing (1.9); assist with additional hearing preparation (2.4).
09/18/19	Rebecca Blake Chaikin	2.60	Attend hearing re Incentive Plan.
09/18/19	Matthew Colman	0.20	Correspond with R. McLellarn re hearing.
09/18/19	Yates French	4.00	Prepare for and attend hearing.
09/18/19	Chad J. Husnick, P.C.	3.30	Attend Sale Incentive Plan hearing.
09/18/19	Emily K.S. Kehoe	7.50	Prepare and attend September 18 hearing (5.5); revise, prepare orders for submission to chambers re same (2.0).
09/18/19	Alex McCammon	1.00	Telephonically attend hearing re retention applications and sale incentive plan.
09/18/19	Robert McLellarn	5.00	Prepare for and attend hearing re retention applications and sale maximizing incentive plan.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/19	Kimberly Pageau	4.10	Prepare for and attend hearing on Sale Incentive Plan, retention applications.
09/18/19	Miriam A. Peguero Medrano	5.00	Prepare for and attend hearing.
09/18/19	Andrew Polansky	4.00	Prepare for, attend hearing.
09/18/19	Leo Rosenberg	4.90	Assist attorneys and prepare hearing materials (1.7); attend hearing and assist attorneys with hearing materials (3.2).
09/18/19	Laura Saal	5.70	Prepare copies of final presentation (1.5); attend hearing and assist with hearing materials (4.2).
09/18/19	W. Benjamin Winger	3.90	Prepare for contested hearing re sale incentive plan, other retention matters (1.2); participate in hearing re same (2.7).
09/23/19	Laura Saal	0.80	Prepare notice of status conference (.6); correspond with K. Pageau re same (.2).
09/23/19	Simon James Wood	1.50	Review first day declaration.
09/25/19	Emily K.S. Kehoe	2.50	Telephone conference with U.S. Trustee re telephone hearing (.5); correspond with S. Golden, B. Winger, K. Pageau, K&E team re same (2.0).
09/25/19	Laura Saal	1.10	Review and revise notice of status conference (.3); correspond with K. Pageau and E. Kehoe re telephonic appearances (.3); electronic filing of notice of status conference (.3); coordinate service of same (.2).
09/27/19	Susan D. Golden	0.50	Attend telephonic status conference (.4); telephone conference with A. Leonhard re same (.1).
09/27/19	Chad J. Husnick, P.C.	0.80	Prepare for telephonic status hearing (.4); attend telephonic status hearing (.4).
09/27/19	Katie Kane	0.90	Prepare logistics for telephonic hearing (.7); open hearing line (.2).
09/27/19	Kimberly Pageau	0.30	Attend telephonic status conference.
09/27/19	Laura Saal	0.30	Assist with coordinating a telephonic appearance.
09/27/19	Josh Sussberg, P.C.	0.60	Telephone conference with C. Husnick re status conference (.2); correspond with K&E team re status conference and talking points for court (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/27/19	W. Benjamin Winger	2.10	Prepare for status conference hearing re DIP matters (.7); review, revise materials re same (.5); conferences with Company, stakeholders, C. Husnick re same (.5); participate in same (.4).
Total		192.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018616
Client Matter: 13699-18

In the Matter of Insurance and Surety Matters

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 5,907.00

Total legal services rendered

\$ 5,907.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Chad J. Husnick, P.C.	0.90	1,515.00	1,363.50
Robert Orren	0.40	430.00	172.00
Laura Saal	0.40	430.00	172.00
W. Benjamin Winger	3.70	1,135.00	4,199.50
TOTALS	5.40		\$ 5,907.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Laura Saal	0.40	Prepare notice of filing re final insurance order.
09/04/19	Robert Orren	0.40	Prepare insurance order for submission to Court (.2); submit same (.2).
09/27/19	W. Benjamin Winger	0.60	Review, analyze insurance matter (.3); conferences with M-III, Company re same (.3).
09/29/19	Chad J. Husnick, P.C.	0.70	Correspond and conference with K&E team, Company, other advisors re workers compensation and general liability insurance.
09/29/19	W. Benjamin Winger	1.40	Review, analyze insurance matters (.4); conferences with Company, M-III, C. Husnick re same (.6); review, revise amendment to final insurance order re same (.4).
09/30/19	Chad J. Husnick, P.C.	0.20	Correspond and conference with K&E team, Company re workers compensation and general liability insurance.
09/30/19	W. Benjamin Winger	1.70	Review, revise amendment to final insurance order (.8); research, analyze precedent, diligence materials re same (.4); conferences with Company, K. McClelland, insurance counsel re same (.5).
Total		5.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018615
Client Matter: 13699-19

In the Matter of K&E Retention & Fee Applications

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 37,697.00

Total legal services rendered

\$ 37,697.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	1.60	1,135.00	1,816.00
Nitzan Halperin	9.10	705.00	6,415.50
Emily K.S. Kehoe	3.00	920.00	2,760.00
Alex McCammon	0.60	805.00	483.00
Robert McLellarn	3.10	920.00	2,852.00
Kimberly Pageau	18.50	705.00	13,042.50
Miriam A. Peguero Medrano	8.00	705.00	5,640.00
Andrew Polansky	2.90	705.00	2,044.50
Laura Saal	4.30	430.00	1,849.00
W. Benjamin Winger	0.70	1,135.00	794.50
TOTALS	51.80		\$ 37,697.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/09/19	Miriam A. Peguero Medrano	2.00	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/09/19	Laura Saal	0.20	Correspond with E. Kehoe re objection deadline for K&E retention application.
09/10/19	Nitzan Halperin	1.10	Review K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/11/19	Susan D. Golden	0.20	Correspond with A. Leonhard re U.S. Trustee comments to Kirkland retention application (.1); correspond with B. Winger and C. Husnick (.1).
09/11/19	Nitzan Halperin	3.10	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/11/19	Kimberly Pageau	4.10	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/12/19	Susan D. Golden	0.40	Office conference E. Kehoe re review of expenses for fee applications (.2); office conference R. McLellarn re review of invoices for fee applications (.2).
09/13/19	Miriam A. Peguero Medrano	1.60	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (1.5); correspond S. Otero, E. Kehoe re same (.1).
09/13/19	Laura Saal	0.30	Re-file K&E retention application as requested by chambers re filing event.
09/16/19	Nitzan Halperin	1.50	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/16/19	Kimberly Pageau	3.60	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (2.9); correspond with E. Kehoe and K&E team re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	Susan D. Golden	0.40	Telephone conference with A. Leonhard re approval of K&E retention application (.2); review final order for upload to Court for approval (.2).
09/17/19	Nitzan Halperin	3.40	Review invoices per U.S. Trustee guidelines.
09/17/19	Kimberly Pageau	0.90	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (.6); correspond with K&E team re same (.3).
09/17/19	Miriam A. Peguero Medrano	0.80	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/17/19	Laura Saal	1.10	Correspond with S. Golden re K&E retention order (.3); review and revise order re U.S. Trustee approval (.4); revise same (.2); upload order for entry by the court (.2).
09/18/19	Kimberly Pageau	3.10	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/18/19	Miriam A. Peguero Medrano	3.60	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/18/19	Andrew Polansky	1.70	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/18/19	Laura Saal	0.60	Prepare Interim Compensation order for uploading (.4); upload order for entry by court (.2).
09/19/19	Emily K.S. Kehoe	3.00	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (2.0); correspond with K. Pageau re same (1.0).
09/19/19	Alex McCammon	0.60	Review and revise K&E invoice for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/19/19	Kimberly Pageau	1.70	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (1.2); correspond with K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/19/19	Andrew Polansky	1.20	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/19/19	Laura Saal	2.10	Prepare draft of first monthly fee application (1.9); correspond with billing department re same (.2).
09/20/19	Kimberly Pageau	2.10	Correspond with E. Kehoe re invoice review for U.S. Trustee guideline compliance (.4); review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (1.7).
09/23/19	Susan D. Golden	0.60	Review and revise invoices for compliance with U.S. Trustee guidelines (.5); correspond with K. Pageau re same (.1).
09/23/19	Robert McLellarn	3.10	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules (3.0); conference with B. Winger re same (.1).
09/23/19	Kimberly Pageau	2.10	Review and revise K&E invoices for privilege and confidentiality and compliance with U.S. Trustee guidelines and SDNY local rules.
09/24/19	Kimberly Pageau	0.50	Correspond with K&E team re August fee statement.
09/26/19	Kimberly Pageau	0.40	Correspond with K&E team re fee statement and expenses.
09/26/19	W. Benjamin Winger	0.70	Review, revise K&E fee materials for compliance with U.S. Trustee guidelines and privilege.
Total		51.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018614
Client Matter: 13699-20

In the Matter of Non-K&E Retention & Fee Applications

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 22,726.50

Total legal services rendered

\$ 22,726.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	2.60	1,135.00	2,951.00
Chad J. Husnick, P.C.	3.30	1,515.00	4,999.50
Alex McCammon	5.90	805.00	4,749.50
Robert McLellarn	2.60	920.00	2,392.00
Robert Orren	0.20	430.00	86.00
Miriam A. Peguero Medrano	0.60	705.00	423.00
Andrew Polansky	1.10	705.00	775.50
Laura Saal	11.60	430.00	4,988.00
W. Benjamin Winger	1.20	1,135.00	1,362.00
TOTALS	29.10		\$ 22,726.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/19	Susan D. Golden	0.40	Telephone conference and correspond with A. Leonhard re ordinary course professionals motion (.2); correspond with C. Husnick and K&E team re same (.2).
09/05/19	Robert Orren	0.20	Distribute to K. Pageau M-III retention application.
09/10/19	Susan D. Golden	1.00	Telephone conference with A. Leonhard re U.S. Trustee comments to ordinary course professionals retention (.5); office conference with C. Husnick and B. Winger re U.S. Trustee comments to ordinary course professionals retention (.3); conference with E. Kehoe re ordinary course professionals revisions (.2).
09/10/19	Alex McCammon	0.20	Correspond with W. Winger, K. McClelland, and R. McLellarn re Houlihan retention application and research precedent re same.
09/11/19	Alex McCammon	1.00	Prepare draft amended Houlihan retention application (.9); correspond with S. Cho re revisions to proposed order re Houlihan retention (.1).
09/11/19	W. Benjamin Winger	0.40	Review, analyze HL retention matters (.2); conferences with HL, A. McCammon re same (.2).
09/13/19	Alex McCammon	1.20	Correspond with Company re amended Houlihan retention application and proposed order (.1); prepare filing version of same (.6); correspond with Company re same (.1); correspond with C. Husnick and W. Winger re same (.2); correspond with W. Winger and L. Saal re same (.2).
09/13/19	Laura Saal	5.00	Distribute objections to team re sales incentive plan (.4); prepare for filing of amended Houlihan Lokey retention (4.6).
09/14/19	Alex McCammon	0.80	Draft notice of revised proposed order re Houlihan retention.
09/15/19	Alex McCammon	0.50	Prepare filing version of notice of revised proposed order re Houlihan retention (.3); correspond with W. Winger and L. Saal re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/19	Laura Saal	0.50	Prepare for and electronic filing of revised Houlihan retention order (.3); coordinate service of same (.2).
09/16/19	Alex McCammon	0.10	Office conference with E. Kehoe re Houlihan retention application.
09/16/19	Miriam A. Peguero Medrano	0.60	Revise ordinary course professionals order; correspond with E. Kehoe re same.
09/16/19	Laura Saal	2.10	Prepare notice of filing revised sale incentive plan (.6); compile filing version (.2); prepare notice of filing re revised ordinary course professionals order (.6); compile filing version of same (.2); file revised ordinary course professionals order (.3); coordinate service of same (.2).
09/17/19	Susan D. Golden	0.50	Office conference with R. McLellarn re preparation for Houlihan retention oral argument.
09/17/19	Alex McCammon	2.10	Draft talking points re Houlihan retention application (.6); correspond with R. McLellarn re same (.1); research law re section 328 standard (.6); revise talking points re same (.8).
09/17/19	Andrew Polansky	1.10	Draft talking points re M-III retention application.
09/17/19	Laura Saal	1.30	Correspond with S. Golden re Stretto and Katten retention orders (.3); review and revise Stretto retention order re U.S. Trustee approval (.3); review and revise Katten order re U.S. Trustee approval (.3); upload Stretto order for entry by court (.2); upload Katten order for entry by the court (.2).
09/18/19	Laura Saal	2.10	Prepare ordinary course professionals order for uploading (.4); upload order for entry by the court (.2); prepare M-III retention order for uploading (.4); upload order for entry by the court (.2); prepare Houlihan order for uploading (.7); upload order for court to enter (.2).
09/19/19	Chad J. Husnick, P.C.	1.50	Correspond and conference with K&E team, Company, other advisors re sale process issues.
09/20/19	Chad J. Husnick, P.C.	1.80	Correspond and conference with K&E team, Company, other advisors re sale process issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/19	Susan D. Golden	0.70	Review and revise PwC retention application (.6); correspond with R. McLellarn re comments to same (.1).
09/24/19	Robert McLellarn	1.60	Revise PwC retention application (1.0); telephone conference with PwC re same (.2); correspond with K&E team re same (.4).
09/24/19	Laura Saal	0.30	Correspond with R. McLellarn re potential filing of PwC Retention Application.
09/24/19	W. Benjamin Winger	0.40	Review, analyze PwC retention matters (.2); conferences with R. McLellarn re same (.2).
09/25/19	Robert McLellarn	1.00	Coordinate filing of PwC retention application.
09/25/19	Laura Saal	0.30	Assist with filing and service of PwC retention application.
09/25/19	W. Benjamin Winger	0.40	Review, analyze PwC retention matters (.2); conferences with K&E team re same (.2).
Total		29.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018613
Client Matter: 13699-21

In the Matter of SOFAs and Schedules

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 90,713.00

Total legal services rendered

\$ 90,713.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	20.60	1,045.00	21,527.00
Julia R. Foster	0.30	325.00	97.50
Susan D. Golden	0.70	1,135.00	794.50
Nitzan Halperin	0.90	705.00	634.50
Emily K.S. Kehoe	13.20	920.00	12,144.00
Robert McLellarn	34.20	920.00	31,464.00
Robert Orren	1.00	430.00	430.00
Kimberly Pageau	6.40	705.00	4,512.00
Laura Saal	2.50	430.00	1,075.00
Josh Sussberg, P.C.	0.50	1,565.00	782.50
W. Benjamin Winger	15.20	1,135.00	17,252.00
TOTALS	95.50		\$ 90,713.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Rebecca Blake Chaikin	0.20	Correspond with K&E team re global notes and Company questions re schedules and statements.
09/04/19	Susan D. Golden	0.50	Correspond and telephone conference with E. Kehoe re SOFA questions.
09/04/19	Emily K.S. Kehoe	4.00	Review and revise global notes (2.0); correspond with R. Chaikin, K&E team re same (.5); research, analyze precedent re statement questions and analysis (.5); draft conclusions re same (.5); correspond with K&E team re same (.5).
09/05/19	Rebecca Blake Chaikin	0.90	Telephone conference with Stretto, M-III re schedules and statements data.
09/05/19	Nitzan Halperin	0.90	Telephone conference with R. Chaikin, K&E team, Stretto and MIII re SOFA and Schedules.
09/05/19	Emily K.S. Kehoe	2.00	Telephone conference with R. Chaikin, K&E team, M-III team, Stretto team re schedules and statements (1.0); review materials re same (.5); correspond with K&E team, Company, M-III team re same (.5).
09/05/19	Kimberly Pageau	2.80	Conference with K&E team, Stretto re SOFAs and Schedules.
09/06/19	Emily K.S. Kehoe	4.00	Review, revise schedules and statements (1.0); telephone conference with R. Chaikin, Stretto team, M-III team re same (1.0); research Bankruptcy Code re privacy issues (1.0); correspond with K&E team re same (1.0).
09/06/19	Kimberly Pageau	2.00	Research case law re redacting schedules and statements.
09/08/19	Emily K.S. Kehoe	1.00	Review, analyze global notes (.5); correspond with N. Halperin re same (.5).
09/09/19	Rebecca Blake Chaikin	0.20	Correspond with E. Kehoe re Company questions re schedules and statements.
09/09/19	Kimberly Pageau	1.10	Review case law re redaction of SOFAs and Schedules.
09/10/19	Kimberly Pageau	0.50	Correspond with K&E team and Stretto regarding notice of bar date order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/10/19	W. Benjamin Winger	2.20	Review, revise schedules and statements (.8); research, analyze diligence materials re same (.9); conferences with Company, R. Chaikin, K&E team re same (.5).
09/11/19	Rebecca Blake Chaikin	7.90	Revise global notes (1.4); correspond with K&E team re same (1.4); review draft schedules and statements (3.1); telephone conference with Stretto and M-III re same (.7); office conferences with R. McLellarn re same (.7); review precedent re specific disclosures (.6).
09/11/19	Julia R. Foster	0.30	Research precedent re global notes.
09/11/19	Susan D. Golden	0.20	Correspond with R. Chaikin and R. McLellarn re global notes to Schedules and SOFAs.
09/11/19	Emily K.S. Kehoe	2.20	Correspond with K&E team re schedules and statements and revisions to same (.5); review, analyze global notes (.7); correspond with K&E team re same (1.0).
09/11/19	Robert McLellarn	7.50	Draft global notes (4.0); office conference with R. Chaikin re same (.5); review drafts of schedules and statements (3.0).
09/12/19	Rebecca Blake Chaikin	2.70	Office conference with R. McLellarn re schedules and statements (.4); correspond with R. McLellarn re same (.1); telephone conference with G. Fu re insider schedule (.2); analyze issues re same (1.8); correspond with C. Husnick, J. Sussberg, B. Winger re same (.2).
09/12/19	Robert McLellarn	9.20	Review drafts of schedules and statements (5.0); revise global notes (2.20); conferences with R. Chaikin re same (1.0); telephone conferences with Stretto and M-III teams (1.0).
09/12/19	Josh Sussberg, P.C.	0.50	Correspond with company re schedules and statements (.1); telephone conference with C. Husnick re same (.2); telephone conference with M. Meghji re same (.2).
09/12/19	W. Benjamin Winger	2.90	Review, revise schedules, statements, and related notes (1.4); research, analyze diligence materials re same (.9); multiple conferences with Company, C. Husnick, K&E team re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/19	Rebecca Blake Chaikin	4.90	Review revised global notes (.3); review revised drafts of schedules and statements (1.8); correspond with G. Fu, advisors, K&E re same (1.1); telephone conferences with Stretto re same (.4); telephone conferences with G. Fu re schedules (.3); telephone conferences with M-III re schedules and statements (.4); correspond with R. McLellarn re same (.6).
09/13/19	Robert McLellarn	4.50	Revise global notes (2.0); review, revise schedules and statements (2.0); conferences with R. Chaikin and B. Winger re same (.5).
09/13/19	Laura Saal	2.00	Prepare cover sheets for SOFAs and schedules (.5); retrieve precedent schedules and forward to R. McLellarn (.8); research precedent re global notes (.7).
09/13/19	W. Benjamin Winger	5.90	Review, revise schedules and statements (3.8); research, analyze diligence materials, precedent re same (1.7); conferences with Company, R. Chaikin re same (.4).
09/16/19	Rebecca Blake Chaikin	2.50	Telephone conference with G. Fu, R. McLellarn, Stretto, M-III re schedules and statements (.6); analyze same (.2); correspond with G. Fu, R. McLellarn re same (.9); review global notes (.8).
09/16/19	Robert McLellarn	6.20	Review draft SOFAs and schedules (3.0); revise global notes re same (1.0); prepare for and attend telephone conference with K&E team, Stretto, M-III, and Company re same (1.0); correspond with K&E team and Stretto re same (1.2).
09/16/19	W. Benjamin Winger	1.60	Review, revise schedules and statements (.9); research, analyze diligence materials re same (.4); conferences with R. McLellarn re same (.3).
09/17/19	Rebecca Blake Chaikin	1.30	Revise global notes (.2); review proposed final schedules and statements (.6); correspond with L. Saal, R. McLellarn, Stretto re filing of same (.5).
09/17/19	Robert McLellarn	6.00	Review SOFA and Schedule drafts (3.0); review and revise global notes (2.0); telephone conferences with K&E team, Stretto, and M-III re same (1.0).
09/17/19	Robert Orren	1.00	File SOFAs and schedules.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	Laura Saal	0.50	Finalize cover sheets for SOFAs and Schedules.
09/17/19	W. Benjamin Winger	1.70	Review, finalize schedules and statements (1.4); conferences with Company, R. McLellarn re same (.3).
09/20/19	W. Benjamin Winger	0.90	Review, revise monthly operating report (.5); research, analyze diligence materials re same (.2); conferences with E. Kehoe re same (.2).
09/27/19	Robert McLellarn	0.80	Prepare for and attend telephone conference with Stretto, R. Chaikin, and Company re scheduled claims and proofs of claim.
Total		95.50	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018612
Client Matter: 13699-22

In the Matter of Tax Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 2,489.00

Total legal services rendered

\$ 2,489.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Paul Stephens Hendrickson	0.70	940.00	658.00
Robert Orren	0.40	430.00	172.00
Anthony Vincenzo Sexton	1.40	1,185.00	1,659.00
TOTALS	2.50		\$ 2,489.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/03/19	Anthony Vincenzo Sexton	0.30	Review and revise DIP modifications re tax matters.
09/04/19	Robert Orren	0.40	Prepare taxes order for submission to judge (.2); submit same (.2).
09/19/19	Anthony Vincenzo Sexton	0.30	Review PwC tax diligence materials.
09/20/19	Paul Stephens Hendrickson	0.60	Review materials sent by Company's accountants re tax basis and attributes (.3); prepare for and hold telephone conference with Company and accountants re tax basis and attributes (.3).
09/20/19	Anthony Vincenzo Sexton	0.60	Telephone conference with PwC and Company re tax diligence (.4); review and analyze materials re same (.2).
09/30/19	Paul Stephens Hendrickson	0.10	Correspond with K&E team re Company valuation and tax analysis.
09/30/19	Anthony Vincenzo Sexton	0.20	Correspond with K&E team and PwC re deal status and tax analysis.
Total		2.50	

Pg 292 of 365
KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018611
Client Matter: 13699-23

In the Matter of Travel

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 55,800.00

Total legal services rendered

\$ 55,800.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	2.40	1,045.00	2,508.00
Yates French	11.80	1,120.00	13,216.00
Nitzan Halperin	1.20	705.00	846.00
Chad J. Husnick, P.C.	7.60	1,515.00	11,514.00
Emily K.S. Kehoe	2.50	920.00	2,300.00
Kevin Scott McClelland	3.90	920.00	3,588.00
Robert McLellarn	8.60	920.00	7,912.00
Kimberly Pageau	4.00	705.00	2,820.00
Miriam A. Peguero Medrano	2.30	705.00	1,621.50
Andrew Polansky	3.50	705.00	2,467.50
Leo Rosenberg	4.70	265.00	1,245.50
Laura Saal	5.40	430.00	2,322.00
Josh Urban	1.00	375.00	375.00
W. Benjamin Winger	2.70	1,135.00	3,064.50
TOTALS	61.60		\$ 55,800.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/19	Yates French	1.00	Travel from Chicago, IL to New York, NY for hearing preparation (billed at half time).
09/03/19	Yates French	1.00	Travel from New York, NY to Poughkeepsie, NY for hearing (billed at half time).
09/03/19	Chad J. Husnick, P.C.	1.80	Travel from Chicago, IL to Poughkeepsie, NY re DIP hearing (billed at half time).
09/03/19	Emily K.S. Kehoe	0.50	Travel from New York, NY to Poughkeepsie, NY re second day hearing (billed at half time).
09/03/19	Kevin Scott McClelland	2.00	Travel from Chicago, IL to Poughkeepsie, NY re second day hearing (billed at half time).
09/03/19	Kimberly Pageau	1.00	Travel from New York, New York to Poughkeepsie, New York re second day hearing (billed at half time).
09/03/19	Leo Rosenberg	1.00	Travel from New York, NY to Poughkeepsie, NY re September 3 hearing (billed at half time).
09/03/19	Laura Saal	1.20	Travel from New York, NY to Poughkeepsie, NY re second day hearing (billed at half time).
09/03/19	Josh Urban	1.00	Travel from Chicago, IL to Chicago, IL airport (billed at half time).
09/03/19	W. Benjamin Winger	0.60	Travel from Chicago, IL to New York, NY re second day hearing (billed at half time).
09/04/19	Yates French	1.00	Travel from Poughkeepsie, NY to New York, NY (billed at half time).
09/04/19	Nitzan Halperin	1.20	Travel from Poughkeepsie, NY to New York, NY re second day hearing (billed at half time).
09/04/19	Chad J. Husnick, P.C.	2.10	Travel from Poughkeepsie, NY to Chicago, IL re DIP hearing (billed at half time).
09/04/19	Emily K.S. Kehoe	0.20	Travel from New York, NY to Poughkeepsie, NY (.1) (billed at half time); travel from Poughkeepsie, NY to New York, NY re second day hearing (.1) (billed at half time).
09/04/19	Kevin Scott McClelland	1.90	Travel from New York, NY to Chicago, IL re second day hearing (billed at half time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Kimberly Pageau	1.00	Travel from Poughkeepsie, New York to New York, New York re second day hearing (billed at half time).
09/04/19	Leo Rosenberg	0.90	Travel from Poughkeepsie, NY to New York, NY hearing back to office (billed at half time).
09/04/19	Laura Saal	1.30	Travel from Poughkeepsie, NY to New York, NY re second day hearing (billed at half time).
09/04/19	W. Benjamin Winger	0.70	Travel from New York, NY to Chicago, IL re second day hearing (billed at half time).
09/05/19	Yates French	2.50	Travel to Chicago, IL from New York, NY re second day hearing (billed at half time).
09/13/19	Robert McLellarn	2.00	Travel from New York, NY to Chicago, IL (billed at half time).
09/16/19	Yates French	1.20	Travel to NY for witness prep meeting (billed at half time).
09/16/19	Robert McLellarn	2.30	Travel from Chicago, IL to New York, New York re retention application hearing (billed at half time).
09/17/19	Rebecca Blake Chaikin	1.10	Travel from New York, NY to Poughkeepsie, NY re Incentive Plan hearing (billed at half time).
09/17/19	Yates French	1.30	Travel from New York, NY to Poughkeepsie, NY for hearing (billed at half time).
09/17/19	Chad J. Husnick, P.C.	1.00	Travel from New York, NY to Poughkeepsie, NY re KEIP hearing (billed at half time).
09/17/19	Emily K.S. Kehoe	1.00	Travel from New York, NY to Poughkeepsie, NY re 9/18 hearing (billed at half time).
09/17/19	Robert McLellarn	1.30	Travel from New York, NY to Poughkeepsie, NY for hearing re retention applications and sale incentive plan (billed at half time).
09/17/19	Kimberly Pageau	0.80	Travel from New York, NY to Poughkeepsie, NY re hearing 9/18/19 (billed at half time).
09/17/19	Miriam A. Peguero Medrano	1.30	Travel from New York, NY to Poughkeepsie, NY for hearing (billed at half time).
09/17/19	Andrew Polansky	1.70	Travel from Chicago, IL to Poughkeepsie, NY re hearing 09/18/19 (billed at half time).
09/17/19	Leo Rosenberg	1.50	Travel from New York, NY to Poughkeepsie, NY re hearing (billed at half time).
09/17/19	Laura Saal	1.60	Travel from New York, NY to Poughkeepsie, NY re hearing (billed at half time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/17/19	W. Benjamin Winger	0.60	Travel from Chicago, IL to Poughkeepsie, NY re Sept 18 contested hearing (billed at half time).
09/18/19	Rebecca Blake Chaikin	1.30	Travel from Poughkeepsie, NY to New York, NY re Incentive Plan hearing (billed at half time).
09/18/19	Yates French	1.30	Travel from Poughkeepsie, NY to New York, NY re hearing (billed at half time).
09/18/19	Chad J. Husnick, P.C.	2.70	Travel from Poughkeepsie, NY to New York, NY re KEIP hearing (billed at half time).
09/18/19	Emily K.S. Kehoe	0.80	Travel from Poughkeepsie, NY to New York, NY re 9/18 hearing (billed at half time).
09/18/19	Robert McLellarn	3.00	Travel from Poughkeepsie, New York to Chicago, Illinois after hearing re retention applications and sale incentive plan (billed at half time).
09/18/19	Kimberly Pageau	1.20	Travel from Poughkeepsie, NY to New York, NY for 9/18/19 hearing (billed at half time).
09/18/19	Miriam A. Peguero Medrano	1.00	Travel from New York, NY to Pughkeepsie, NY re 9/18 hearing (billed at half time).
09/18/19	Andrew Polansky	1.80	Travel from Poughkeepsie, NY to Chicago, IL re hearing (billed at half time).
09/18/19	Leo Rosenberg	1.30	Travel from Poughkeepsie, NY to NYC, NY re hearing (billed at half time).
09/18/19	Laura Saal	1.30	Travel from Poughkeepsie, NY to New York, NY re hearing (billed at half time).
09/18/19	W. Benjamin Winger	0.80	Travel from New York, NY to Chicago, IL re Sept 18 hearing (billed at half time).
09/19/19	Yates French	2.50	Travel from New York, NY to Chicago, IL re hearing (billed at half time).
Total		61.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018610
Client Matter: 13699-24

In the Matter of U.S. Trustee Issues

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 11,788.00

Total legal services rendered

\$ 11,788.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca Blake Chaikin	0.50	1,045.00	522.50
Susan D. Golden	3.10	1,135.00	3,518.50
Emily K.S. Kehoe	8.00	920.00	7,360.00
Laura Saal	0.90	430.00	387.00
TOTALS	12.50		\$ 11,788.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Susan D. Golden	1.10	Telephone conference with E. Kehoe re IDI documents and preparation (.7); telephone conference with A. Leonhard re IDI checklist and MORs (.4).
09/05/19	Rebecca Blake Chaikin	0.50	Telephone conference with U.S. Trustee, S. Golden re creditor matrix, incentive plan, other open issues.
09/05/19	Susan D. Golden	1.00	Telephone conference with R. Chaikin and A. Leonhard re Creditor Matrix Motion, KEIP, and OCP concerns (.5); participate in IDI with Debtor representatives and J. Devlin (.5).
09/19/19	Emily K.S. Kehoe	1.00	Correspond with M-III, K&E team re MOR.
09/20/19	Susan D. Golden	1.00	Review August MOR.
09/20/19	Emily K.S. Kehoe	7.00	Correspond with M-III team re MOR (2.0); correspond with K&E team re same (2.0); review, analyze same (3.0).
09/20/19	Laura Saal	0.70	Prepare for and electronic filing of August MOR (.5); coordinate service of same (.2).
09/26/19	Laura Saal	0.20	Correspond with S. Golden re 341 meeting.
Total		12.50	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018609
Client Matter: 13699-25

In the Matter of Utilities

For legal services rendered through September 30, 2019
(see attached Description of Legal Services for detail)

\$ 23,145.00

Total legal services rendered

\$ 23,145.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Emily K.S. Kehoe	16.50	920.00	15,180.00
Robert McLellarn	1.80	920.00	1,656.00
Miriam A. Peguero Medrano	8.00	705.00	5,640.00
Laura Saal	0.50	430.00	215.00
W. Benjamin Winger	0.40	1,135.00	454.00
TOTALS	27.20		\$ 23,145.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/19	Emily K.S. Kehoe	1.00	Correspond with M-III team, Company re utility providers (.5); review, analyze, revise supplemental notice and exhibit re same (.5).
09/05/19	Emily K.S. Kehoe	3.50	Telephone conference with utility providers re adequate assurance procedures (.5); correspond with K&E team re same (.5); draft, revise letters re same (1.0); review, analyze precedent re same (.5); correspond with Company re utility provider list (.7); review, revise supplemental list and notice re same (.3).
09/05/19	W. Benjamin Winger	0.40	Review, analyze utilities matter (.2); conferences with E. Kehoe, K&E team re same (.2).
09/09/19	Emily K.S. Kehoe	3.00	Correspond with Company, M-III team re notice of additional utility providers (.5); review, analyze materials re same (1.0); prepare notice of filing re same (1.0); correspond with K&E team re filing of same (.5).
09/09/19	Laura Saal	0.50	Electronic filing of revised list of utility providers (.3); coordinate service of same (.2).
09/10/19	Emily K.S. Kehoe	3.00	Telephone conferences with Company, K&E team re supplemental utility providers list (1.0); correspond with utility provider re adequate assurance (.5); review, analyze materials re same (.5); draft letter agreement re same (.5); correspond with Company re same (.5).
09/20/19	Miriam A. Peguero Medrano	1.80	Draft letter to utilities (.6); telephone conference with E. Kehoe re same (.2); revise draft letter (.8); correspond with E. Kehoe re same (.2).
09/23/19	Robert McLellarn	0.60	Review utilities letter (.3); correspond with M. Peguero re next steps (.3).
09/23/19	Miriam A. Peguero Medrano	1.80	Correspond with R. McLellarn re utilities letter (.3); revise same (1.0); correspond with utilities re same (.3); correspond with E. Kehoe re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/19	Emily K.S. Kehoe	1.00	Correspond with R. McLellarn, K&E team re adequate assurance requests.
09/24/19	Robert McLellarn	1.20	Review utility adequate assurance letter from counsel (.5); telephone conference with counsel re same (.5); correspond with K&E team re same (.2).
09/24/19	Miriam A. Peguero Medrano	2.20	Correspond with R. McLellarn, E. Kehoe re adequate assurance letter (.5); revise same (1.7).
09/25/19	Emily K.S. Kehoe	3.00	Correspond with utility providers re adequate assurance requests (.5); correspond with K&E team re same (1.0); review, analyze materials re same (1.0); correspond with Company re same (.5).
09/26/19	Emily K.S. Kehoe	2.00	Correspond with utility provider re adequate assurance request (.5); correspond with B. Winger, K&E team re same (1.5).
09/26/19	Miriam A. Peguero Medrano	2.20	Correspond with E. Kehoe re utilities adequate assurance letter (.5); revise same (1.7).
Total		27.20	

Exhibit J

Detailed Description of Expenses and Disbursements

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 2, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018154
Client Matter: 13699-26

In the Matter of Expenses

For expenses incurred through August 31, 2019
(see attached Description of Expenses for detail)

Total expenses incurred

\$ 70,266.49

\$ 70,266.49

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	288.14
Standard Copies or Prints	5,381.30
Color Copies or Prints	12,997.05
Postage	1.45
Outside Messenger Services	57.20
Local Transportation	5,251.57
Travel Expense	7,116.76
Airfare	6,544.72
Transportation to/from airport	987.47
Travel Meals	1,052.66
Other Travel Expenses	15,650.72
Court Reporter Fee/Deposition	1,294.70
Filing Fees	9,185.00
Computer Database Research	1,457.00
Overtime Transportation	246.61
Rental Expenses	2,673.51
Miscellaneous Office Expenses	70.00
Overnight Delivery - Hard	10.63
Total	\$ 70,266.49

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Carrie Therese Oppenheim - Carrie Oppenheim, Teleconference, Barneys hearing on 8/6/19 08/06/2019	70.00
08/14/19	Carrie Therese Oppenheim - Carrie Oppenheim, Teleconference, Barneys hearing on 8/14/19 08/14/2019	70.00
08/15/19	W. Benjamin Winger - W. Winger, Internet, Hearing 08/15/2019	12.99
08/21/19	Chad J. Husnick, P.C. - Chad Husnick, Internet, Restructuring 08/21/2019	14.00
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone conferences.	95.02
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	0.41
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	2.07
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	0.94
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	1.43
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	4.23
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	1.98
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	0.92
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	0.03
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference.	1.46
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	12.66
	Total	288.14

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Standard Copies or Prints	735.10
08/06/19	Standard Copies or Prints	1.60
08/06/19	Standard Copies or Prints	12.10
08/06/19	Standard Copies or Prints	0.10
08/06/19	Standard Copies or Prints	35.50
08/06/19	Standard Copies or Prints	280.40
08/06/19	Standard Copies or Prints	1.20
08/06/19	Standard Copies or Prints	139.80
08/06/19	Standard Copies or Prints	919.80
08/06/19	Standard Copies or Prints	535.90
08/06/19	Standard Copies or Prints	0.90
08/06/19	Standard Copies or Prints	65.00
08/06/19	Standard Copies or Prints	0.20
08/07/19	Standard Copies or Prints	1.10
08/07/19	Standard Copies or Prints	3.50
08/08/19	Standard Copies or Prints	0.60
08/08/19	Standard Copies or Prints	0.20
08/08/19	Standard Copies or Prints	255.60
08/09/19	Standard Copies or Prints	0.50
08/09/19	Standard Copies or Prints	0.20
08/09/19	Standard Copies or Prints	0.30
08/11/19	Standard Copies or Prints	1.90
08/12/19	Standard Copies or Prints	17.30
08/12/19	Standard Copies or Prints	0.30
08/12/19	Standard Copies or Prints	0.60
08/12/19	Standard Copies or Prints	1.60
08/12/19	Standard Copies or Prints	0.50
08/12/19	Standard Copies or Prints	0.10
08/12/19	Standard Copies or Prints	0.70
08/12/19	Standard Copies or Prints	2.20
08/12/19	Standard Copies or Prints	0.20
08/12/19	Standard Copies or Prints	0.70
08/13/19	Standard Copies or Prints	0.20
08/13/19	Standard Copies or Prints	608.80

Legal Services for the Period Ending August 31, 2019 Pg 309 of 365 Invoice Number: 1050018154
 Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/13/19	Standard Copies or Prints	4.10
08/13/19	Standard Copies or Prints	3.00
08/14/19	Standard Copies or Prints	33.50
08/14/19	Standard Copies or Prints	56.00
08/14/19	Standard Copies or Prints	285.30
08/14/19	Standard Copies or Prints	0.20
08/14/19	Standard Copies or Prints	2.40
08/14/19	Standard Copies or Prints	125.00
08/14/19	Standard Copies or Prints	1.80
08/14/19	Standard Copies or Prints	92.80
08/14/19	Standard Copies or Prints	0.50
08/15/19	Standard Copies or Prints	3.00
08/15/19	Standard Copies or Prints	11.50
08/15/19	Standard Copies or Prints	1.00
08/16/19	Standard Copies or Prints	0.20
08/16/19	Standard Copies or Prints	0.20
08/16/19	Standard Copies or Prints	5.60
08/18/19	Standard Copies or Prints	0.20
08/19/19	Standard Copies or Prints	1.80
08/19/19	Standard Copies or Prints	0.30
08/19/19	Standard Copies or Prints	0.30
08/20/19	Standard Copies or Prints	3.50
08/20/19	Standard Copies or Prints	0.70
08/20/19	Standard Copies or Prints	4.40
08/20/19	Standard Copies or Prints	1.10
08/20/19	Standard Copies or Prints	5.40
08/20/19	Standard Copies or Prints	70.80
08/21/19	Standard Copies or Prints	5.50
08/21/19	Standard Copies or Prints	5.40
08/21/19	Standard Copies or Prints	16.10
08/21/19	Standard Copies or Prints	24.40
08/22/19	Standard Copies or Prints	1.80
08/23/19	Standard Copies or Prints	3.70
08/24/19	Standard Copies or Prints	30.40
08/25/19	Standard Copies or Prints	2.00
08/26/19	Standard Copies or Prints	50.60
08/26/19	Standard Copies or Prints	4.20

Legal Services for the Period Ending August 31, 2019 Pg 310 of 365 Invoice Number: 1050018154
 Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/26/19	Standard Copies or Prints	10.80
08/27/19	Standard Copies or Prints	2.80
08/27/19	Standard Copies or Prints	5.70
08/27/19	Standard Copies or Prints	11.60
08/27/19	Standard Copies or Prints	0.10
08/27/19	Standard Copies or Prints	1.00
08/27/19	Standard Copies or Prints	1.70
08/27/19	Standard Copies or Prints	125.60
08/27/19	Standard Copies or Prints	18.60
08/28/19	Standard Copies or Prints	71.00
08/28/19	Standard Copies or Prints	17.40
08/28/19	Standard Copies or Prints	0.90
08/28/19	Standard Copies or Prints	13.80
08/29/19	Standard Copies or Prints	0.30
08/29/19	Standard Copies or Prints	4.00
08/29/19	Standard Copies or Prints	1.60
08/29/19	Standard Copies or Prints	13.60
08/30/19	Standard Copies or Prints	0.20
08/30/19	Standard Copies or Prints	350.40
08/30/19	Standard Copies or Prints	13.90
08/31/19	Standard Copies or Prints	3.80
08/31/19	Standard Copies or Prints	1.10
08/31/19	Standard Copies or Prints	228.00
	Total	5,381.30

Legal Services for the Period Ending August 31, 2019 Pg 311 of 365 Invoice Number: 1050018154
 Barneys New York, Inc. Matter Number: 13699-26
 Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Color Copies or Prints	356.40
08/06/19	Color Copies or Prints	4.40
08/06/19	Color Copies or Prints	14.30
08/06/19	Color Copies or Prints	8.25
08/06/19	Color Copies or Prints	635.25
08/07/19	Color Copies or Prints	30.80
08/12/19	Color Copies or Prints	33.55
08/12/19	Color Copies or Prints	1.10
08/12/19	Color Copies or Prints	28.60
08/13/19	Color Copies or Prints	34.10
08/13/19	Color Copies or Prints	309.65
08/14/19	Color Copies or Prints	1,623.60
08/14/19	Color Copies or Prints	5.50
08/14/19	Color Copies or Prints	2,701.05
08/14/19	Color Copies or Prints	1,193.50
08/14/19	Color Copies or Prints	78.10
08/15/19	Color Copies or Prints	2.20
08/16/19	Color Copies or Prints	455.95
08/20/19	Color Copies or Prints	33.00
08/20/19	Color Copies or Prints	16.50
08/20/19	Color Copies or Prints	7.15
08/20/19	Color Copies or Prints	11.00
08/21/19	Color Copies or Prints	63.25
08/21/19	Color Copies or Prints	25.30
08/23/19	Color Copies or Prints	14.30
08/23/19	Color Copies or Prints	402.60
08/25/19	Color Copies or Prints	35.20
08/26/19	Color Copies or Prints	55.00
08/27/19	Color Copies or Prints	35.75
08/27/19	Color Copies or Prints	138.05
08/27/19	Color Copies or Prints	2.20
08/27/19	Color Copies or Prints	4.40
08/28/19	Color Copies or Prints	21.45
08/28/19	Color Copies or Prints	4,481.40

Legal Services for the Period Ending August 31, 2019 Pg 312 of 365 Invoice Number: 1050018154
 Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/29/19	Color Copies or Prints	4.40
08/30/19	Color Copies or Prints	99.55
08/31/19	Color Copies or Prints	30.25
	Total	12,997.05

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/15/19	Postage	1.45
	Total	1.45

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/25/19	CROWN DELIVERY & LOGISTICS - Courier Deliveries	57.20
	Total	57.20

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, First Day Hearing 08/06/2019	11.16
08/06/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Drop off documents. 08/06/2019	17.75
08/06/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Drop off documents. 08/06/2019	19.26
08/06/19	Madeleine C. Parish - Madeleine Parish, Taxi, Hearing 08/06/2019	31.69
08/06/19	Yates French - Yates French, Taxi, meeting 08/06/2019	13.74
08/06/19	Chad J. Husnick, P.C. - Chad Husnick, Taxi, Restructuring 08/06/2019	346.10
08/07/19	Yates French - Yates French, Taxi, meeting 08/07/2019	138.41
08/08/19	Chad J. Husnick, P.C. - Chad Husnick, Taxi, Restructuring 08/08/2019	429.87
08/08/19	Chad J. Husnick, P.C. - Chad Husnick, Taxi, Restructuring 08/08/2019	27.86
08/11/19	Joshua A Sussberg Transportation to/from residence, hearing 8/6/2019	708.36
08/11/19	Joshua A Sussberg Transportation to/from residence, Lender Meetings, 8/5/2019	380.29
08/13/19	Chad J. Husnick, P.C. - Chad Husnick, Taxi, Restructuring 08/13/2019	18.02
08/15/19	Laura Saal, transportation to/from Hearing 08/06/2019	1,016.11
08/15/19	Madeline C. Parish, Transportation to/from hearing 8/6/2019	223.23
08/15/19	Kimberly Pageau, Transportation to/from hearing 8/6/2019	967.80
08/15/19	Gene Goldmintz, Transportation to/from hearing, 8/6/2019	112.99
08/15/19	Chad J. Husnick, P.C. - Chad Husnick, Taxi, Restructuring 08/15/2019	130.61
08/16/19	Joshua A Sussberg pickup at 601 Lexington Ave, NY dropoff at residence.	528.99
08/26/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, Attend depositions. 08/26/2019	24.20
08/26/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, Attend depositions. 08/26/2019	20.76
08/27/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, Attend depositions. 08/27/2019	21.42
08/27/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, Attend depositions. 08/27/2019	21.25

08/28/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, Attend depositions. 08/28/2019	23.19
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Taxi, Attend depositions. 08/28/2019	18.51
	Total	5,251.57

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/07/19	Logan Taylor Wiggins - Logan Wiggins, Lodging, New York, NY 08/06/2019 to 08/06/2019, First Day Hearing	500.00
08/07/19	Chad J. Husnick, P.C. - Chad Husnick, Lodging, New York, NY 08/06/2019 to 08/07/2019, Hearing 08/06/2019	500.00
08/08/19	Yates French - Yates French, Lodging, NYC 08/08/2019, First Day hearing in NYC 08/08/2019	2,000.00
08/08/19	Chad J. Husnick, P.C. - Chad Husnick, Lodging, Norwalk, CT 08/07/2019 to 08/08/2019, Hearing 08/06/2019	228.85
08/12/19	W. Benjamin Winger - W. Winger, Lodging, New York, NY 08/14/2019 to 08/15/2019, Hearing	500.00
08/12/19	Yates French - Yates French, Lodging, NYC 08/08/2019 to 08/09/2019, hearing, 08/14/2019	500.00
08/14/19	Casey James McGushin - Casey McGushin, Lodging, New York, New York 08/13/2019 to 08/14/2019, Hearing 08/14/2019	500.00
08/22/19	Chad J. Husnick, P.C. - Chad Husnick, Lodging, New York, NY 08/21/2019 to 08/22/2019, hearing 08/21/2019	387.91
08/22/19	Chad J. Husnick, P.C. - Chad Husnick, Lodging, New York, NY 08/21/2019 to 08/22/2019, hearing 08/21/2019	500.00
08/29/19	Logan Taylor Wiggins - Logan Wiggins, Lodging, New York, NY 08/26/2019 to 08/27/2019, Attend depositions. 08/29/2019	500.00
08/29/19	Logan Taylor Wiggins - Logan Wiggins, Lodging, New York, NY 08/28/2019 to 08/29/2019, Attend depositions. 08/29/2019	500.00
08/29/19	Logan Taylor Wiggins - Logan Wiggins, Lodging, New York, NY 08/25/2019 to 08/26/2019, Attend depositions. 08/29/2019	500.00
	Total	7,116.76

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/05/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, New York, NY 08/06/2019 to 08/07/2019, Hearing	348.30
08/06/19	W. Benjamin Winger - W. Winger, Economy Airfare, Chicago, IL 08/06/2019 to 08/06/2019, Hearing 08/06/2019	(293.20)
08/06/19	W. Benjamin Winger - W. Winger, Agency Fee, Hearing 08/06/2019	58.00
08/06/19	W. Benjamin Winger - W. Winger, Economy, Airfare, Chicago, IL 08/06/2019, Hearing 08/06/2019	646.80
08/07/19	Yates French - Yates French, Agency Fee, Barney's hearing in NYC 08/07/2019	58.00
08/07/19	Yates French - Yates French, Economy, Airfare, NYC to Chicago 08/09/2019 to 08/09/2019, Barney's hearing in NYC	781.55
08/08/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, Hearing 08/06/2019	58.00
08/08/19	Chad J. Husnick, P.C. - Chad Husnick, Economy, Airfare, Chicago, IL 08/07/2019 to 08/08/2019, hearing 08/06/2019	646.80
08/12/19	Casey James McGushin - Casey McGushin, Agency Fee, Court Hearing 08/12/2019	35.00
08/12/19	Casey James McGushin - Casey McGushin, Economy Airfare, New York, New York 08/13/2019 to 08/13/2019, Court Hearing 08/12/2019	477.98
08/12/19	W. Benjamin Winger - W. Winger, Economy Airfare, New York, NY 08/14/2019 to 08/15/2019, Hearing	707.20
08/12/19	W. Benjamin Winger - W. Winger, Agency Fee, Hearing 08/12/2019	58.00
08/13/19	Casey James McGushin - Casey McGushin, Economy Airfare, Chicago, Illinois 08/14/2019 to 08/14/2019, Court Hearing 08/13/2019	477.98
08/13/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, Chicago, IL 08/14/2019 to 08/14/2019, Hearing 08/14/2019	353.60
08/13/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, Hearing 08/14/2019	58.00
08/13/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, New York, NY 08/14/2019 to 08/14/2019, Hearing 08/14/2019	353.60
08/14/19	Casey James McGushin - Casey McGushin, Agency Fee, Court Hearing 08/14/2019	35.00
08/20/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, New York, NY 08/21/2019 to 08/22/2019, Hearing 08/14/2019	351.66

Legal Services for the Period Ending August 31, 2019 Pg 319 of 365 Invoice Number: 1050018154
 Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/20/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, Restructuring 08/20/2019	58.00
08/22/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, Chicago, IL 08/21/2019 to 08/22/2019, Hearing 08/14/2019	403.30
08/22/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, hearing 08/14/2019	58.00
08/23/19	Logan Taylor Wiggins - Logan Wiggins, Agency Fee, Attend depositions. 08/23/2019	58.00
08/23/19	Logan Taylor Wiggins - Logan Wiggins, Economy Airfare, New York, NY 08/26/2019 to 08/26/2019, Attend depositions. 08/23/2019	352.73
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Agency Fee, Attend depositions. 08/28/2019	21.00
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Economy Airfare, Chicago, IL 08/29/2019 to 08/29/2019, Attend depositions. 08/28/2019	381.42
	Total	6,544.72

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/08/19	Yates French - Yates French, Transportation To/From Airport, Hearing 08/08/2019	64.23
08/09/19	Yates French - Yates French, Transportation To/From Airport, Meeting 08/09/2019	79.76
08/11/19	BOSTON COACH CORPORATION - Car Service Charges	186.91
08/11/19	LOGAN TAYLOR WIGGINS Transportation to/from Airport, Meeting 8/11/2019	161.50
08/11/19	LOGAN TAYLOR WIGGINS TransportationTo/From Airport, Meeting 8/11/19	184.14
08/14/19	Chad J. Husnick, P.C. - Chad Husnick, Transportation To/From Airport, Hearing 08/14/2019	125.75
08/15/19	Casey James McGushin Transportation to/from Airport, Hearing 8/14/2019	78.35
08/22/19	Chad J. Husnick, P.C. - Chad Husnick, Transportation To/From Airport, Hearing 08/21/2019	106.83
	Total	987.47

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Prepare for bankruptcy filing 08/06/2019, Dinner	87.57
08/06/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Prepare for bankruptcy filing, 08/06/2019, Lunch	9.47
08/06/19	Leo Rosenberg - Leo Rosenberg, Travel Meals, Poughkeepsie, NY Travel Meal - Leo Rosenberg 08/06/2019, dinner	27.79
08/06/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Prepare for bankruptcy filing 08/06/2019, Breakfast	6.31
08/06/19	Leo Rosenberg - Leo Rosenberg, Travel Meals, Poughkeepsie Travel Meal - Leo Rosenberg 08/06/2019, lunch	11.01
08/06/19	Leo Rosenberg - Leo Rosenberg, Travel Meals, Poughkeepsie, NY Travel Meal - Leo Rosenberg 08/06/2019, breakfast	7.28
08/06/19	Leo Rosenberg - Leo Rosenberg, Travel Meals, Poughkeepsie, NY Travel Meal - Leo Rosenberg 08/06/2019, breakfast	20.49
08/06/19	Yates French - Yates French, Travel Meals, NYC Barney's hearing trip to NYC Yates French 08/06/2019, Dinner	107.09
08/06/19	Chad J. Husnick, P.C. - Chad Husnick, Hotel - Travel Meals, New York, NY Hearing 08/06/2019, Dinner	9.02
08/07/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Prepare for bankruptcy filing 08/07/2019	9.41
08/08/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's meeting in NYC Yates French 08/08/2019, Breakfast	40.00
08/08/19	Yates French - Yates French, Travel Meals, NYC Barney's meeting in NYC Yates French 08/08/2019, Lunch	73.32
08/08/19	Yates French - Yates French, Travel Meals, NYC Barney's meeting in NYC Yates French 08/08/2019, Lunch	50.00
08/08/19	Chad J. Husnick, P.C. - Chad Husnick, Hotel - Travel Meals, Norwalk, CT hearing 08/06/2019	5.32
08/12/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's hearing in NYC Yates French 08/14/2019, Lunch	46.04
08/13/19	Casey James McGushin - Casey McGushin, Travel Meals, New York, New York Court Hearing Casey McGushin 08/14/2019, Breakfast	3.26
08/13/19	Casey James McGushin - Casey McGushin, Travel Meals, New York, New York Court Hearing Casey McGushin 08/14/2019, Lunch	20.52
08/13/19	Casey James McGushin - Casey McGushin, Travel Meals, Chicago, airport Hearing 08/14/2019, Breakfast	10.44

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 Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/13/19	Casey James McGushin - Casey McGushin, Hotel - Travel Meals, New York, New York Court Hearing Casey McGushin 08/14/2019, Dinner	45.69
08/14/19	Casey James McGushin - Casey McGushin, Travel Meals, New York, New York Court Hearing Casey McGushin 08/14/2019, Dinner	12.99
08/14/19	Casey James McGushin - Casey McGushin, Travel Meals, New York, New York Court Hearing Casey McGushin 08/14/2019, Lunch	11.43
08/14/19	Casey James McGushin - Casey McGushin, Travel Meals, New York, New York airport Court Hearing Casey McGushin 08/14/2019, Dinner	67.73
08/22/19	Chad J. Husnick, P.C. - Chad Husnick, Hotel - Travel Meals, New York, NY hearing 08/21/2019	4.00
08/25/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, Chicago, IL Attend depositions. Logan Wiggins 08/25/2019, Dinner	47.03
08/25/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, Chicago, IL Attend depositions. Logan Wiggins 08/25/2019, Dinner	10.77
08/26/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/26/2019, Lunch	14.00
08/26/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/26/2019, Breakfast	2.40
08/26/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/26/2019, Dinner	56.08
08/27/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/27/2019, Dinner	92.91
08/27/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/27/2019, Lunch	17.22
08/27/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/27/2019, Breakfast	4.90
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/28/2019, Lunch	13.36
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/28/2019, Breakfast	2.40
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Hotel - Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/28/2019, Dinner	64.83
08/28/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/28/2019, Breakfast	6.75
08/29/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/29/2019, Breakfast	7.21

Legal Services for the Period Ending August 31, 2019 Pg 323 of 365 Invoice Number: 1050018154
Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/29/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/29/2019, Lunch	4.65
08/29/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/29/2019, Lunch	7.93
08/29/19	Logan Taylor Wiggins - Logan Wiggins, Travel Meals, New York, NY Attend depositions. Logan Wiggins 08/29/2019, Lunch	14.04
	Total	1,052.66

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/12/19	Katrina Miani - Katrina Miani, Meeting Room, Organizational meeting for In re Barneys 08/12/2019	3,787.56
08/12/19	Laura Saal - Laura Saal, Meeting Room, Organizational meeting for In re Barneys 08/12/2019	3,878.56
08/12/19	Hannah Kupsky - Hannah Kupsky, Meeting Room, Barneys Committee Formation Meeting 08/12/2019	3,878.55
08/15/19	Casey James McGushin - Casey McGushin, Parking, Chicago, Illinois Court Hearing 08/15/2019	80.00
08/15/19	W. Benjamin Winger - W. Winger, Parking, Chicago, IL Hearing 08/15/2019	80.00
08/15/19	Robert Orren - Robert Orren, Meeting Room, Meeting space for client meeting 08/15/2019	3,878.55
08/19/19	Katrina Miani - Katrina Miani, Meeting Room, Organizational meeting for In re Barneys 08/19/2019	67.50
	Total	15,650.72

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/08/19	VERITEXT - Transcript	955.90
08/19/19	VERITEXT - Transcript	338.80
	Total	1,294.70

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Hannah Kupsky - Hannah Kupsky, Filing Fees, Filing Fee - New York Southern Bankruptcy Court 08/06/2019	200.00
08/06/19	Laura Saal - Laura Saal, Filing Fees, Filing fee payment 08/06/2019	200.00
08/06/19	Robert Orren - Robert Orren, Filing Fees, Filing fees for five debtor entities 08/06/2019	8,585.00
08/12/19	Laura Saal - Laura Saal, Filing Fees, SDNY Filing fee 08/12/2019	200.00
	Total	9,185.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/10/2019	43.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Katie Kane on 7/29/2019	132.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/16/2019	139.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Katie Kane on 7/26/2019	45.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/25/2019	92.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Hannah Kupsky on 7/28/2019	43.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/24/2019	20.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/9/2019	99.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/18/2019	61.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Kyle Unice on 7/8/2019	20.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/28/2019	31.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/8/2019	46.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Ryan Besaw on 7/31/2019	240.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/29/2019	48.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Katie Kane on 7/9/2019	85.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Katie Kane on 7/30/2019	105.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Emily Kehoe on 7/29/2019	8.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/2/2019	58.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Laura Saal on 7/11/2019	23.00

08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Hannah Kupsky on 7/29/2019	64.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Emily Kehoe on 7/28/2019	20.00
08/13/19	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage by Katie Kane on 7/10/2019	35.00
	Total	1,457.00

Legal Services for the Period Ending August 31, 2019 Pg. 329 of 365 Invoice Number: 1050018154
 Barneys New York, Inc. Matter Number: 13699-26
 Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	Kimberly Pageau - Kimberly Pageau, Taxi, Overtime transportation, office to home 08/06/2019	12.36
08/06/19	Gene S. Goldmintz - Gene Goldmintz, Taxi, Overtime Transportation, office to home 08/06/2019	13.56
08/08/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 08/08/2019	15.36
08/08/19	Gene S. Goldmintz - Gene Goldmintz, Taxi, Overtime Transportation, office to home 08/08/2019	12.36
08/09/19	Gene S. Goldmintz - Gene Goldmintz, Taxi, Overtime Transportation, office to home 08/09/2019	8.76
08/12/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime Transportation, office to home 08/12/2019	15.95
08/13/19	Mark Adler - Mark Adler, Taxi, Overtime Transportation, office to home 08/13/2019	110.40
08/14/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime Transportation, office to home 08/14/2019	16.55
08/15/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime Transportation, office to home 08/15/2019	20.76
08/22/19	Andrew Polansky - Andrew Polansky, Taxi, Overtime Transportation, office to home 08/22/2019	12.06
08/29/19	Andrew Polansky - Andrew Polansky, Taxi, Overtime Transportation, office to home 08/29/2019	8.49
	Total	246.61

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/12/19	AQUIPT INC - RENTAL EXPENSES	2,673.51
	Total	2,673.51

Miscellaneous Office Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/21/19	Carrie Therese Oppenheim - Carrie Oppenheim, Teleconference, Susan Golden telephonic appearance paid by C. Oppenheim 08/21/2019	70.00
	Total	70.00

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/19/19	FEDERAL EXPRESS - 775958760469	10.63
	Total	10.63
TOTAL EXPENSES		\$ 70,266.49

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

October 14, 2019

Barneys New York, Inc.
Barneys New York
575 Fifth Avenue, 11th FL
New York, NY 10017

Attn: Sandro Risi

Invoice Number: 1050018608
Client Matter: 13699-26

In the Matter of Expenses

For expenses incurred through September 30, 2019
(see attached Description of Expenses for detail)

Total expenses incurred

\$ 98,203.38

\$ 98,203.38

Legal Services for the Period Ending September 30, 2019 Pg. 334 of 365 Invoice Number: 1050018608
 Barneys New York, Inc. Matter Number: 13699-26
 Expenses

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	626.80
Standard Copies or Prints	1,009.80
Color Copies or Prints	2,768.70
Scanned Images	0.10
Local Transportation	231.40
Travel Expense	10,559.55
Airfare	11,158.00
Transportation to/from airport	8,679.60
Travel Meals	2,611.31
Other Travel Expenses	4,263.24
Court Reporter Fee/Deposition	5,324.19
Filing Fees	35,371.58
Calendar/Court Services	50.00
Outside Printing Services	8,803.24
Computer Database Research	11.60
Westlaw Research	1,290.04
Overtime Transportation	335.91
Overtime Meals - Attorney	157.71
Rental Expenses	4,492.86
Overnight Delivery - Hard	104.65
Computer Database Research - Soft	353.10
Total	\$ 98,203.38

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.99
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	3.31
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.97
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.77
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.58
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.11
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference Calls	9.70
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	2.38
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.05
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.28
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	3.32
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	9.02
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.25
07/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.49
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.09
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	8.56
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.98

Legal Services for the Period Ending September 30, 2019 Pg. 336 of 365 Invoice Number: 1050018608
 Barneys New York, Inc. Matter Number: 13699-26

Expenses

08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.22
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.48
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Telephone conferences.	2.92
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference calls	2.45
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference calls	4.67
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference calls	30.60
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Conference calls.	51.81
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference services.	5.23
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference services	81.67
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference calls.	1.36
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - teleconference	4.74
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	13.70
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	2.19
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.31
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.15
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.02
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	4.17
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.23
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	3.45
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	2.14
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	3.73

08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.05
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - teleconference	1.86
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.27
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	2.58
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	9.89
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.01
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	0.01
08/31/19	WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	1.47
09/02/19	Yates French - Yates French - Telephone conference, Hearing 09/04/2019	16.66
09/04/19	W. Benjamin Winger - W. Winger, Internet, Hearing 09/04/2019	18.99
09/04/19	Carrie Therese Oppenheim - Carrie Oppenheim, Teleconference 09/04/2019	70.00
09/04/19	Kevin Scott McClelland - Kevin McClelland, Internet, Hearing. 09/04/2019	14.00
09/04/19	Chad J. Husnick, P.C. - Chad Husnick, Internet, Restructuring Hearing 09/04/2019	14.00
09/13/19	Robert McLellarn - Robert McLellarn, Internet, Hearings. 09/13/2019	9.99
09/17/19	W. Benjamin Winger - W. Winger, Internet, Hearing 09/17/2019	18.99
09/18/19	Robert McLellarn - Robert McLellarn, Internet, Attend hearing. 09/18/2019	18.99
09/18/19	Susan D. Golden - Susan Golden, Teleconference, Hearing 9/18/2019	70.00
09/19/19	Yates French - Yates French, Internet, Hearing 09/18/2019	19.95
09/27/19	Susan D. Golden - Susan Golden, Teleconference, Hearing 09/27/2019	70.00
	Total	626.80

Legal Services for the Period Ending September 30, 2019 Pg. 338 of 365 Invoice Number: 1050018608
 Barneys New York, Inc. Matter Number: 13699-26
 Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/01/19	Standard Copies or Prints	10.70
09/02/19	Standard Copies or Prints	18.90
09/02/19	Standard Copies or Prints	4.00
09/03/19	Standard Copies or Prints	0.40
09/03/19	Standard Copies or Prints	92.00
09/03/19	Standard Copies or Prints	4.40
09/03/19	Standard Copies or Prints	25.60
09/03/19	Standard Copies or Prints	0.10
09/03/19	Standard Copies or Prints	1.20
09/03/19	Standard Copies or Prints	42.80
09/03/19	Standard Copies or Prints	0.80
09/03/19	Standard Copies or Prints	0.20
09/03/19	Standard Copies or Prints	7.50
09/03/19	Standard Copies or Prints	1.10
09/04/19	Standard Copies or Prints	3.40
09/04/19	Standard Copies or Prints	0.20
09/04/19	Standard Copies or Prints	2.00
09/04/19	Standard Copies or Prints	0.10
09/04/19	Standard Copies or Prints	1.00
09/05/19	Standard Copies or Prints	1.80
09/05/19	Standard Copies or Prints	1.40
09/05/19	Standard Copies or Prints	3.20
09/11/19	Standard Copies or Prints	1.10
09/11/19	Standard Copies or Prints	0.10
09/11/19	Standard Copies or Prints	0.50
09/12/19	Standard Copies or Prints	4.10
09/12/19	Standard Copies or Prints	1.50
09/12/19	Standard Copies or Prints	0.80
09/13/19	Standard Copies or Prints	5.20
09/13/19	Standard Copies or Prints	1.20
09/13/19	Standard Copies or Prints	7.50
09/13/19	Standard Copies or Prints	0.10
09/14/19	Standard Copies or Prints	6.50
09/15/19	Standard Copies or Prints	3.00

Legal Services for the Period Ending September 30, 2019 Pg. 339 of 365 Invoice Number: 1050018608
 Barneys New York, Inc. Matter Number: 13699-26

Expenses

09/16/19	Standard Copies or Prints	6.90
09/16/19	Standard Copies or Prints	31.50
09/16/19	Standard Copies or Prints	3.00
09/16/19	Standard Copies or Prints	300.20
09/16/19	Standard Copies or Prints	0.20
09/16/19	Standard Copies or Prints	1.00
09/17/19	Standard Copies or Prints	111.60
09/17/19	Standard Copies or Prints	0.20
09/17/19	Standard Copies or Prints	169.60
09/17/19	Standard Copies or Prints	34.50
09/17/19	Standard Copies or Prints	36.90
09/17/19	Standard Copies or Prints	0.60
09/18/19	Standard Copies or Prints	50.90
09/18/19	Standard Copies or Prints	0.80
09/19/19	Standard Copies or Prints	0.60
09/20/19	Standard Copies or Prints	0.40
09/24/19	Standard Copies or Prints	0.10
09/24/19	Standard Copies or Prints	0.60
09/24/19	Standard Copies or Prints	4.60
09/25/19	Standard Copies or Prints	0.10
09/26/19	Standard Copies or Prints	0.20
09/26/19	Standard Copies or Prints	0.40
09/27/19	Standard Copies or Prints	0.20
09/27/19	Standard Copies or Prints	0.10
09/27/19	Standard Copies or Prints	0.20
	Total	1,009.80

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 Barneys New York, Inc. Matter Number: 13699-26
 Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/03/19	Color Copies or Prints	41.80
09/03/19	Color Copies or Prints	9.35
09/03/19	Color Copies or Prints	31.90
09/03/19	Color Copies or Prints	462.00
09/03/19	Color Copies or Prints	61.60
09/03/19	Color Copies or Prints	12.10
09/03/19	Color Copies or Prints	136.40
09/04/19	Color Copies or Prints	7.15
09/04/19	Color Copies or Prints	0.55
09/04/19	Color Copies or Prints	2.20
09/05/19	Color Copies or Prints	18.15
09/05/19	Color Copies or Prints	12.10
09/11/19	Color Copies or Prints	48.40
09/12/19	Color Copies or Prints	0.55
09/12/19	Color Copies or Prints	309.65
09/13/19	Color Copies or Prints	1.10
09/15/19	Color Copies or Prints	1.10
09/16/19	Color Copies or Prints	4.95
09/16/19	Color Copies or Prints	481.80
09/16/19	Color Copies or Prints	1.65
09/16/19	Color Copies or Prints	99.00
09/17/19	Color Copies or Prints	308.00
09/17/19	Color Copies or Prints	25.85
09/17/19	Color Copies or Prints	11.00
09/17/19	Color Copies or Prints	62.15
09/19/19	Color Copies or Prints	2.20
09/24/19	Color Copies or Prints	26.95
09/25/19	Color Copies or Prints	589.05
	Total	2,768.70

Scanned Images

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/13/19	Scanned Images	0.10
	Total	0.10

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/21/19	Kevin Scott McClelland - Kevin McClelland, Taxi, Meeting 08/21/2019	49.10
08/21/19	Kevin Scott McClelland - Kevin McClelland, Taxi, Meeting 08/21/2019	34.30
08/28/19	Yates French - Yates French, Taxi, meetings 08/28/2019	25.77
08/29/19	Yates French - Yates French, Taxi, meetings 08/29/2019	25.89
09/03/19	Yates French - Yates French, Taxi, preparation for hearing 09/03/2019	9.33
09/03/19	Yates French - Yates French, Taxi, preparation for hearing 09/03/2019	13.32
09/03/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Preparation for hearing. 09/03/2019	18.66
09/04/19	Yates French - Yates French, Taxi, Preparation for hearing 09/04/2019	14.11
09/16/19	Robert McLellarn - Robert McLellarn, Taxi, hearing. 09/16/2019	13.00
09/17/19	Yates French - Yates French, Taxi, Hearing 09/17/2019	27.92
	Total	231.40

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/20/19	Kevin Scott McClelland - Kevin McClelland, Lodging, New York, NY 08/20/2019 to 08/21/2019, Meeting with client 08/20/2019	428.93
08/20/19	W. Benjamin Winger - W. Winger, Lodging, New York, NY 08/19/2019 to 08/20/2019, Hearing 08/20/2019	500.00
08/29/19	Yates French - Yates French, Lodging, NYC 08/25/2019 to 08/29/2019, Hearing	2,000.00
08/29/19	Richard U. S. Howell - Richard Howell, Lodging, New York, NY 08/27/2019 to 08/29/2019, Depositions	762.06
09/03/19	Logan Taylor Wiggins - Logan Wiggins, Lodging, New York, NY 09/02/2019 to 09/03/2019, Hearing	459.00
09/03/19	Emily K.S. Kehoe - Emily Kehoe, Lodging, Poughkeepsie, NY 09/03/2019 to 09/03/2019, Hearing	144.64
09/03/19	Kevin Scott McClelland - Kevin McClelland, Lodging, Poughkeepsie, NY 09/03/2019 to 09/04/2019, Hearing	144.64
09/04/19	Yates French - Yates French, Lodging, Poughkeepsie NY 09/03/2019 to 09/04/2019, Hearing 09/04/2019	167.07
09/04/19	Katie Kane - Katie Kane, Lodging, Poughkeepsie, NY 09/03/2019 to 09/04/2019, Hearing	144.64
09/04/19	Laura Saal - Laura Saal, Lodging, Poughkeepsie, NY 09/03/2019 to 09/04/2019, Hearing	144.64
09/04/19	Laura Saal - Laura Saal, Lodging, Poghkeepsie, NY 09/03/2019 to 09/04/2019, Hearing cancellation fee	144.64
09/04/19	Chad J. Husnick, P.C. - Chad Husnick, Lodging, Poughkeepsie, NY 09/03/2019 to 09/04/2019 Hearing 09/04/2019	144.64
09/04/19	W. Benjamin Winger - W. Winger, Lodging, Poughkeepsie, NY 09/03/2019 to 09/04/2019, Hearing 09/04/2019	144.64
09/11/19	Josh Urban - Josh Urban, Lodging, Poughkeepsie, NY 09/03/2019 to 09/11/201 Cancellation fee	167.07
09/12/19	Robert McLellarn - Robert McLellarn, Lodging, New York, NY 09/11/2019 to 09/12/2019, meetings 09/12/2019	500.00
09/13/19	Robert McLellarn - Robert McLellarn, Lodging, New York, NY 09/12/2019 to 09/13/2019, Hearing 09/13/2019	500.00
09/17/19	Robert McLellarn - Robert McLellarn, Lodging, New York, NY 09/16/2019 to 09/17/2019, Hearing 09/18/2019	500.00
09/17/19	Yates French - Yates French, Lodging, New York, NY 09/16/2019 to 09/17/2019, Hearing 09/18/2019	500.00
09/17/19	W. Benjamin Winger - W. Winger, Lodging, Poughkeepsie, NY 09/16/2019 to 09/17/2019, Hearing 09/18/2019	144.64

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09/18/19	Andrew Polansky - Andrew Polansky, Lodging, Poughkeepsie, NY 09/17/2019 to 09/18/2019, Hearing. 09/18/2019	144.64
09/18/19	Robert McLellarn - Robert McLellarn, Lodging, Poughkeepsie, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	144.64
09/18/19	Yates French - Yates French, Lodging, 09/04/2019 to 09/05/2019, Hearing 09/04/2019	500.00
09/18/19	Yates French - Yates French, Lodging, NYC 09/01/2019 to 09/03/2019, Hearing 09/4/2019	1,000.00
09/18/19	Chad J. Husnick, P.C. - Chad Husnick, Lodging, Poughkeepsie, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	155.85
09/18/19	Emily K.S. Kehoe - Emily Kehoe, Lodging, Poughkeepsie, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	144.64
09/18/19	Yates French - Yates French, Lodging, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	183.89
09/18/19	Laura Saal - Laura Saal, Lodging, Poughkeepsie, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	144.64
09/19/19	Yates French - Yates French, Lodging, NYC 09/18/2019 to 09/19/2019, Hearing 09/19/2019	500.00
	Total	10,559.55

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Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/19/19	W. Benjamin Winger - W. Winger, Airfare, New York, NY 08/20/2019 to 08/20/2019, Hearing 08/19/2019	352.73
08/19/19	W. Benjamin Winger - W. Winger, Agency Fee, Hearing 08/19/2019	58.00
08/20/19	Kevin Scott McClelland - Kevin McClelland, Economy Airfare, New York, NY 08/20/2019 to 08/21/2019, 08/20/2019	705.46
08/20/19	Kevin Scott McClelland - Kevin McClelland, Agency Fee, Hearing 08/21/2019	58.00
08/25/19	Yates French - Yates French, Economy Airfare, Chicago, IL 08/25/2019 to 08/25/2019, Barney's meetings 08/25/2019	477.98
08/26/19	Richard U. S. Howell - Richard U. S. Howell, Airfare, New York, NY 08/27/2019 to 08/29/2019, Depositions 08/26/2019	725.46
08/26/19	Richard U. S. Howell - Richard Howell, Agency Fee, Depositions 08/26/2019	21.00
08/28/19	Yates French - Yates French, Economy Airfare, NYC to Chicago 08/29/2019 to 08/29/2019, Barney's meetings 08/28/2019	562.90
08/31/19	Yates French - Yates French, Economy Airfare, Chicago to NYC 09/01/2019 to 09/01/2019, Hearing preparation 08/31/2019	477.98
09/01/19	Kevin Scott McClelland - Kevin McClelland, Agency Fee, Hearing. 09/04/2019	58.00
09/01/19	Kevin Scott McClelland - Kevin McClelland, Economy Airfare, New York, NY 09/03/2019 to 09/04/2019, Hearing. 09/04/2019	720.71
09/02/19	W. Benjamin Winger - W. Winger, Agency Fee, Hearing 09/02/2019	58.00
09/02/19	W. Benjamin Winger - W. Winger, Economy Airfare, New York, NY 09/03/2019 to 09/04/2019, Hearing 09/02/2019	705.46
09/03/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, Hearing 09/04/2019	58.00
09/03/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, White Plains, NY 09/03/2019 to 09/04/2019, Hearing 09/04/2019	645.71
09/04/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, Chicago, IL 09/03/2019 to 09/04/2019, Hearing 09/04/2019	360.35
09/05/19	Yates French - Yates French, Economy Airfare, New York, NY 09/05/2019 to 09/05/2019, Hearing 09/04/2019	477.98
09/12/19	Robert McLellarn - Robert McLellarn, Agency Fee, Meetings 09/12/2019	58.00
09/12/19	Robert McLellarn - Robert McLellarn, Economy Airfare, Chicago, IL 09/13/2019 to 09/13/2019, Meetings 09/12/2019	357.07

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09/16/19	Andrew Polansky - Andrew Polansky, Agency Fee, Hearing 09/18/2019	58.00
09/16/19	Andrew Polansky - Andrew Polansky, Economy Airfare, New York, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	714.15
09/16/19	Robert McLellarn - Robert McLellarn, Economy Airfare, New York, NY 09/16/2019 to 09/18/2019, Hearing 09/18/2019	1,040.60
09/16/19	Yates French - Yates French, Economy Airfare, Chicago IL 09/19/2019 to 09/19/2019, Hearing 09/18/2019	477.98
09/16/19	W. Benjamin Winger - W. Winger, Agency Fee, Hearing 09/18/2019	58.00
09/16/19	W. Benjamin Winger - W. Winger, Economy Airfare, New York, NY 09/17/2019 to 09/18/2019, Hearing 09/18/2019	714.15
09/17/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, Hearing 09/18/2019	58.00
09/17/19	Chad J. Husnick, P.C. - Chad Husnick, Agency Fee, Hearing 09/18/2019	58.00
09/17/19	Chad J. Husnick, P.C. - Chad Husnick, Rail, Poughkeepsie, NY 09/17/2019 to 09/17/2019, Hearing 09/18/2019	341.00
09/17/19	Chad J. Husnick, P.C. - Chad Husnick, Rail, New York, NY 09/17/2019 to 09/17/2019, Hearing 09/18/2019	(139.00)
09/17/19	Chad J. Husnick, P.C. - Chad Husnick, Economy Airfare, Chicago, IL 09/18/2019 to 09/18/2019, Hearing 09/18/2019	360.35
09/19/19	Yates French - Yates French, Airfare, Chicago IL 09/19/2019 to 09/19/2019, Barney's Hearing 09/19/2019	477.98
	Total	11,158.00

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/14/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 08/14/2019	46.07
08/14/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 08/14/2019	29.76
08/15/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 08/14/2019	44.30
08/21/19	Kevin Scott McClelland - Kevin McClelland, Transportation To/From Airport, Meeting 08/21/2019	41.90
08/21/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 08/21/2019	35.27
08/21/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 08/21/2019	57.42
08/21/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 08/21/2019	31.55
08/22/19	Kevin Scott McClelland - Kevin McClelland, Transportation To/From Airport, Hearing 08/22/2019	57.60
08/23/19	WINDY CITY LIMOUSINE -Logan Taylor Wiggins, Transportation To/From Airport, Hearing 08/06/2019	130.00
08/23/19	WINDY CITY LIMOUSINE -Chad Husnick, Transportation To/From Airport, Hearing 08/14/2019	72.25
08/23/19	WINDY CITY LIMOUSINE - Yates French 9/1/019	64.90
08/23/19	WINDY CITY LIMOUSINE - Chad Husnick, Transportation To/From Airport, Hearing 08/14/2019	68.25
08/25/19	Yates French - Yates French, Transportation To/From Airport, Barney's meetings 08/25/2019	134.97
08/25/19	Yates French - Yates French, Transportation To/From Airport, Barney's meetings 08/25/2019	72.49
08/29/19	Yates French - Yates French, Transportation To/From Airport, Barney's meetings 08/29/2019	114.96
08/30/19	BOSTON COACH CORPORATION - Logan Taylor Wiggins, Transportation To/From Airport, Hearing 8/24/2019	173.26
08/30/19	BOSTON COACH CORPORATION - Logan Taylor Wiggins, Transportation To/From Airport, Hearing 8/24/2019	140.81
08/31/19	WINDY CITY LIMOUSINE - Yates French 08/29/2019	64.90
08/31/19	WINDY CITY LIMOUSINE - LOGAN TAYLOR WIGGINS 08/29/2019	82.75
08/31/19	WINDY CITY LIMOUSINE - Yates French 08/28/2019	64.90

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08/31/19	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERMAN JR HOWELL f 08/29/2019	81.25
08/31/19	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERMAN JR HOWELL 08/27/2019	77.25
09/01/19	Yates French - Yates French, Transportation To/From Airport, Hearing 09/04/2019	71.56
09/01/19	Yates French - Yates French, Transportation To/From Airport, Barney's preparations and hearing 09/04/2019 09/01/2019	144.10
09/03/19	Josh Urban - Josh Urban, Transportation To/From Airport 09/03/2019	7.25
09/04/19	ALL ABOUT CHARTER INC -Chad Husnick, Transportation To/From Airport, Hearing 08/14/2019	193.02
09/04/19	W. Benjamin Winger - W. Winger, Transportation To/From Airport, Hearing 09/04/2019	51.75
09/04/19	Kevin Scott McClelland - Kevin McClelland, Transportation To/From Airport, Hearing 09/04/2019	57.90
09/05/19	Yates French - Yates French, Transportation To/From Airport, Hearing 09/04/2019	117.06
09/06/19	BOSTON COACH CORPORATION - Yates French, Transportation To/From Hearing 9/04/2019	530.38
09/06/19	BOSTON COACH CORPORATION - Walter Benjamin Winger, Transportation To/From Airport, Hearing	390.02
09/06/19	BOSTON COACH CORPORATION - Yates French, Transportation To/From Hearing, Hearing 09/04/2019	685.92
09/06/19	BOSTON COACH CORPORATION - Kevin Scott McClelland, Transportation To/From Airport, Hearing	395.19
09/09/19	Crown Car & Limousines Inc - Yates French, Transportation To/From Airport, Hearing 09/05/2019	90.15
09/11/19	Robert McLellarn - Robert McLellarn, Transportation To/From Airport, Meetings 09/11/2019	49.90
09/13/19	Robert McLellarn - Robert McLellarn, Transportation To/From Airport, Attend hearings	66.83
09/13/19	Robert McLellarn - Robert McLellarn, Transportation To/From Airport, hearings.	63.59
09/15/19	SUNNY'S WORLDWIDE - Emily Kehoe, Transportation To/From Hearing 09/04/2019	485.52
09/15/19	SUNNY'S WORLDWIDE - Leo Rosenberg, Transportation To/From Hearing 09/04/2019	485.52
09/15/19	SUNNY'S WORLDWIDE - Kimberly Pageau, Transportation To/From Hearing 09/04/2019	685.37
09/15/19	SUNNY'S WORLDWIDE - Katie Kane, Transportation To/From Hearing 09/04/2019	532.56

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09/15/19	SUNNY'S WORLDWIDE - Laura Saal, Transportation To/From Hearing 09/04/2019	570.15
09/15/19	SUNNY'S WORLDWIDE - Laura Saal, Transportation To/From Hearing 09/04/2019	564.55
09/16/19	Robert McLellarn - Robert McLellarn, Transportation To/From Airport, Hearing 09/18/2019	73.77
09/16/19	Yates French - Yates French, Transportation To/From Airport, Barney's Hearing 09/16/2019	75.00
09/16/19	Yates French - Yates French, Transportation To/From Airport, Hearing 09/18/2019	140.38
09/17/19	Andrew Polansky - Andrew Polansky, Transportation To/From Airport, Hearing 09/18/2019	57.97
09/17/19	Andrew Polansky - Andrew Polansky, Transportation To/From Airport, Hearing 09/18/2019	94.12
09/18/19	Andrew Polansky - Andrew Polansky, Transportation To/From Airport, Hearing 09/18/2019	82.69
09/18/19	Robert McLellarn - Robert McLellarn, Transportation To/From Airport, Hearing 09/18/2019	98.08
09/19/19	Yates French - Yates French, Transportation To/From Airport, Hearing 09/18/2019	132.49
	Total	8,679.60

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/03/19	Kimberly Pageau - Kimberly Pageau, Travel Meals, Poughkeepsie, NY Hearing Kimberly Pageau 08/03/2019, Dinner	16.81
08/04/19	Kimberly Pageau - Kimberly Pageau, Travel Meals, Poughkeepsie, NY Kimberly Pageau 08/04/2019, Breakfast	7.99
08/14/19	W. Benjamin Winger - W. Winger, Travel Meals, Chicago, IL Hearing W. Winger 08/14/2019, Breakfast	7.97
08/20/19	Kevin Scott McClelland - Kevin McClelland, Travel Meals, Chicago, IL Hearing, 8/21/2019 Kevin McClelland, Dinner	19.06
08/20/19	W. Benjamin Winger - W. Winger, Travel Meals, New York, NY Hearing, 8/21/2019, W. Winger 08/20/2019, Dinner	20.67
08/21/19	Kevin Scott McClelland - Kevin McClelland, Hotel - Travel Meals, New York, NY Hearing, Kevin McClelland 08/21/2019, Breakfast	17.42
08/25/19	Yates French - Yates French, Travel Meals, New York, NY meetings Yates French 08/25/2019, Dinner	115.65
08/25/19	Yates French - Yates French, Travel Meals, Chicago IL Barney's meetings Yates French 08/25/2019, Lunch	50.00
08/26/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's meetings. Yates French 08/26/2019, Lunch	50.00
08/26/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's meetings. Yates French 08/26/2019, Dinner	61.09
08/27/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's meetings. Yates French 08/27/2019, Dinner	118.18
08/27/19	Richard U. S. Howell - Richard Howell, Travel Meals, New York, NY Depositions. Richard Howell 08/27/2019, Dinner	8.71
08/27/19	Richard U. S. Howell - Richard Howell, Travel Meals, New York, NY Depositions. Richard Howell 08/27/2019, Dinner	8.71
08/27/19	Richard U. S. Howell - Richard Howell, Hotel - Travel Meals, New York, NY Depositions. Richard Howell 08/27/2019, Dinner	9.80
08/28/19	Yates French - Yates French, Hotel - Travel Meals, New York, NY meetings/hearing. Yates French 08/28/2019, Lunch	50.00
08/28/19	Richard U. S. Howell - Richard Howell, Travel Meals, New York, NY Depositions. Richard Howell 08/28/2019, Breakfast	6.53
08/28/19	Richard U. S. Howell - Richard Howell, Hotel - Travel Meals, New York, NY Travel to attend Depositions. Richard Howell 08/28/2019, Breakfast	9.80
08/28/19	Yates French - Yates French, Travel Meals, NYC Barney's meetings. Yates French 08/28/2019, Dinner	118.18

08/29/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's meetings/hearing. Yates French 08/29/2019, Breakfast	32.16
08/29/19	Richard U. S. Howell - Richard Howell, Hotel - Travel Meals, New York, NY Depositions, Richard Howell 08/29/2019, Breakfast	9.80
08/29/19	Yates French - Yates French, Travel Meals, New York, NY Barney's meetings/hearing. Yates French 08/29/2019	57.67
09/01/19	Yates French - Yates French, Travel Meals, Chicago IL Barney's prep and hearing Yates French 09/01/2019, Lunch	50.00
09/01/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's prep and hearing Yates French 09/01/2019, Dinner	69.97
09/02/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's prep and hearing Yates French 09/02/2019, Dinner	105.68
09/02/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's prep and hearing Yates French 09/02/2019, Breakfast	40.00
09/02/19	Yates French - Yates French, Hotel - Travel Meals, NYC Barney's prep and hearing Yates French 09/02/2019, Lunch	50.00
09/03/19	Kevin Scott McClelland - Kevin McClelland, Travel Meals, Chicago, IL Hearing 09/04/2019 Kevin McClelland 09/03/2019, Dinner	57.50
09/03/19	Yates French - Yates French, Hotel - Travel Meals, NYC Hearing 09/04/2019 Yates French 09/03/2019, Dinner	66.16
09/03/19	Yates French - Yates French, Travel Meals, Poughkeepsie NY Hearing 09/04/2019 Yates French 09/03/2019, Breakfast	38.05
09/03/19	Yates French - Yates French, Travel Meals, Poughkeepsie NY Barney's prep and hearing Yates French 09/03/2019, Lunch	41.63
09/03/19	Emily K.S. Kehoe - Emily Kehoe, Hotel - Travel Meals, Poughkeepsie, NY Hearing 09/04/2019, Emily Kehoe 09/03/2019, Dinner	54.55
09/03/19	Kevin Scott McClelland - Kevin McClelland, Travel Meals, Chicago, IL, Hearing 09/04/2019Kevin McClelland 09/03/2019, Dinner	59.05
09/03/19	Katie Kane - Katie Kane, Travel Meals, New York, NY Barneys Hearing 09/04/2019 Katie Kane 09/03/2019, Dinner	37.79
09/03/19	Chad J. Husnick, P.C. - Chad Husnick, Travel Meals, Chicago, IL Hearing 09/04/2019 Chad Husnick 09/03/2019, Dinner	35.76
09/04/19	Yates French - Yates French, Travel Meals, NYC Barney's prep and hearing Yates French 09/04/2019, Dinner	112.54
09/04/19	Katie Kane - Katie Kane, Travel Meals, Poughkeepsie, NY Barneys Hearing - Second day hearing, Katie Kane 09/04/2019, Dinner	29.87

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09/04/19	Chad J. Husnick, P.C. - Chad Husnick, Travel Meals, New York, NY Hearing 09/04/2019 Chad Husnick 09/04/2019, Lunch	16.07
09/11/19	Robert McLellarn - Robert McLellarn, Hotel - Travel Meals, New York, NY Meetings, Robert McLellarn 09/11/2019, Dinner	104.40
09/12/19	Robert McLellarn - Robert McLellarn, Travel Meals, New York, NY, Meetings, Robert McLellarn 09/12/2019, Dinner	21.72
09/12/19	Robert McLellarn - Robert McLellarn, Travel Meals, New York, NY Meetings, Robert McLellarn 09/12/2019, Breakfast	16.31
09/12/19	Robert McLellarn - Robert McLellarn, Travel Meals, New York, NY Meetings, Robert McLellarn 09/12/2019	9.79
09/13/19	Robert McLellarn - Robert McLellarn, Travel Meals, New York, NY, Meetings Robert McLellarn 09/13/2019, Breakfast	16.31
09/16/19	Yates French - Yates French, Travel Meals, Chicago, IL Barney's Hearing 9/18/2019, Yates French 09/16/2019, Lunch	42.67
09/16/19	Yates French - Yates French, Hotel - Travel Meals, New York, NY Barney's Hearing 9/18/2019, Yates French 09/16/2019, Dinner	68.14
09/17/19	Andrew Polansky - Andrew Polansky, Travel Meals, New York, NY Attend hearing. Andrew Polansky 09/17/2019	16.71
09/17/19	Andrew Polansky - Andrew Polansky, Travel Meals, New York, NY Attend hearing. Andrew Polansky 09/17/2019, Dinner	88.00
09/17/19	Andrew Polansky - Andrew Polansky, Travel Meals, New York, NY Hearing 9/18/2019, Andrew Polansky 09/17/2019, Lunch	6.70
09/17/19	Robert McLellarn - Robert McLellarn, Travel Meals, New York, NY, Hearing 9/18/2019, Robert McLellarn 09/17/2019, Lunch	16.60
09/17/19	Robert McLellarn - Robert McLellarn, Travel Meals, New York, NY, Hearing 9/18/2019, Robert McLellarn 09/17/2019, Dinner	33.58
09/17/19	Robert McLellarn - Robert McLellarn, Hotel - Travel Meals, New York, NY, Hearing 9/18/2019, Robert McLellarn 09/17/2019, Breakfast	22.21
09/17/19	Yates French - Yates French, Hotel - Travel Meals, New York, NY Barney's Hearing 9/18/2018, Yates French 09/17/2019, Lunch	50.00
09/17/19	Yates French - Yates French, Travel Meals, New York, NY Hearing 9/18/2019, Yates French 09/17/2019, Dinner	100.00
09/17/19	Robert McLellarn - Robert McLellarn, Travel Meals, Poughkeepsie, NY Hearing 9/18/2019 Robert McLellarn 09/17/2019, Dinner	28.12
09/18/19	Andrew Polansky - Andrew Polansky, Travel Meals, New York, NY LGA Airport, Hearing 9/18/2019, Andrew Polansky 09/18/2019, Lunch	20.88
09/18/19	Andrew Polansky - Andrew Polansky, Travel Meals, New York, NY LGA Airport, Hearing 9/18/2019, Andrew Polansky 09/18/2019	7.07

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 Barneys New York, Inc. Matter Number: 13699-26

Expenses

09/18/19	Yates French - Yates French, Hotel - Travel Meals, New York, NY Hearing 9/18/2019, Yates French 09/18/2019, Breakfast	33.38
09/18/19	Chad J. Husnick, P.C. - Chad Husnick, Travel Meals, New York, NY Hearing Chad Husnick 09/18/2019, Lunch	16.07
09/19/19	Yates French - Yates French, Hotel - Travel Meals, New York, NY Barney's Hearing 9/18/2019, Yates French 09/19/2019, Lunch	50.00
09/19/19	Yates French - Yates French, Travel Meals, New York, NY Hearing 9/18/2019, Yates French 09/19/2019, Dinner	66.18
09/19/19	Yates French - Yates French, Hotel - Travel Meals, New York, NY Barney's Hearing 9/18/2019, Yates French 09/19/2019, Dinner	115.65
	Total	2,611.31

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/06/19	W. Benjamin Winger - W. Winger, Parking, Chicago, IL Hearing 08/06/2019	80.00
09/01/19	Laura Saal - Laura Saal, Meeting Room, Hearing preparation 09/01/2019	400.00
09/04/19	Laura Saal - Laura Saal, Meeting Room, Hearing preparation 09/04/2019	1,667.62
09/16/19	Laura Saal - Laura Saal, Meeting Room, Hearing preparation 09/16/2019	400.00
09/17/19	W. Benjamin Winger - W. Winger, Parking, Chicago, IL Hearing 09/17/2019	48.00
09/18/19	Laura Saal - Laura Saal, Meeting Room, Hearing preparation 09/18/2019	1,667.62
	Total	4,263.24

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/10/19	VERITEXT - Transcript	707.85
09/13/19	Phipps Reporting Inc - Barney's Deposition Invoice	3,799.59
09/23/19	VERITEXT - Transcript	816.75
	Total	5,324.19

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/02/19	Laura Saal - Laura Saal, Filing Fees, 09/02/2019	200.00
09/16/19	Laura Saal - Laura Saal, Filing Fees, 09/16/2019	200.00
09/27/19	Rebecca Blake Chaikin - Rebecca Chaikin, Filing Fees, 09/27/2019	26,971.58
09/27/19	Susan D. Golden - Susan Golden, Filing Fees, 09/27/2019	8,000.00
	Total	35,371.58

Calendar/Court Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/06/19	Make arrangements with CourtXpress to pull archives case filings.; USBC, District of Arizona	25.00
09/06/19	Make arrangements with CourtXpress to pull archives case filings.; USBC, District of Arizona	25.00
	Total	50.00

Outside Printing Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/31/19	EMPIRE DISCOVERY LLC - Outside printing, Hearing.	2,656.22
08/31/19	EMPIRE DISCOVERY LLC - Outside printing, Hearing.	2,656.22
08/31/19	EMPIRE DISCOVERY LLC - Outside printing, Hearing.	3,490.80
	Total	8,803.24

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/04/19	BUREAU OF NATIONAL AFFAIRS INC - Bloomberg Dockets Usage for 08/2019 by Pascariu Gianina Rodica	11.60
	Total	11.60

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 Barneys New York, Inc. Matter Number: 13699-26
 Expenses

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/15/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Ghosh, Pratik, 8/15/2019	228.79
08/16/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Ghosh, Pratik, 8/16/2019	57.20
08/16/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Polansky, Andrew, 8/16/2019	38.18
08/18/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Polansky, Andrew, 8/18/2019	19.09
08/19/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Ghosh, Pratik, 8/19/2019	95.33
08/21/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Halperin, Nitzan, 8/21/2019	19.07
08/21/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Ghosh, Pratik, 8/21/2019	128.00
08/22/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Polansky, Andrew, 8/22/2019	95.44
08/22/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, McClelland, Kevin, 8/22/2019	38.18
08/23/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Polansky, Andrew, 8/23/2019	19.09
08/23/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, McClelland, Kevin, 8/23/2019	19.09
08/23/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Pascariu, Gianina, 8/23/2019	176.66
08/25/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Ghosh, Pratik, 8/25/2019	179.19
08/28/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Polansky, Andrew, 8/28/2019	19.09
08/29/19	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW, Research Charges, Wiggins, Logan, 8/29/2019	157.64
	Total	1,290.04

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/12/19	Gene S. Goldmintz - Gene Goldmintz, Taxi, Overtime transportation, office to home 08/12/2019	13.56
08/12/19	W. Benjamin Winger - W. Winger, Taxi, Overtime Transportation, office to home 08/12/2019	13.00
08/13/19	W. Benjamin Winger - W. Winger, Taxi, Overtime Transportation, office to home 08/13/2019	13.25
08/19/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 08/19/2019	15.95
08/22/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 08/22/2019	14.30
08/27/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 08/27/2019	15.96
08/28/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 08/28/2019	16.55
08/31/19	Rebecca Blake Chaikin - Rebecca Chaikin, Taxi, Overtime transportation, office to home 08/31/2019	29.15
08/31/19	Rebecca Blake Chaikin - Rebecca Chaikin, Taxi, Overtime transportation, office to home 08/31/2019	33.36
09/01/19	Rebecca Blake Chaikin - Rebecca Chaikin, Taxi, Overtime transportation, office to home 09/01/2019	33.36
09/01/19	Rebecca Blake Chaikin - Rebecca Chaikin, Taxi, Overtime transportation, office to home 09/01/2019	29.08
09/05/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 09/05/2019	17.80
09/13/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, offic to home 09/13/2019	16.56
09/16/19	Andrew Polansky - Andrew Polansky, Taxi, Overtime Transportation, office to home 09/16/2019	8.99
09/16/19	Emily K.S. Kehoe - Emily Kehoe, Taxi, Overtime transportation, office to home 09/16/2019	16.56
09/22/19	Robert McLellarn - Robert McLellarn, Taxi, Overtime transportation, office to home 09/22/2019	19.88
09/23/19	Robert McLellarn - Robert McLellarn, Taxi, Overtime transportation, office to home 09/23/2019	18.60
09/24/19	Robert McLellarn - Robert McLellarn, Taxi, Overtime transportation, office to home 09/24/2019	10.00
	Total	335.91

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/19	SEAMLESS NORTH AMERICA LLC - Andrew Polansky, Overtime Meal 08/22/2019	20.00
08/31/19	SEAMLESS NORTH AMERICA LLC - Andrew Polansky, Overtime Meal 08/29/2019	20.00
08/31/19	SEAMLESS NORTH AMERICA LLC - Andrew Polansky, Overtime Meal 08/26/2019	20.00
09/14/19	Andrew Polansky - Andrew Polansky, Overtime Meal 9/14/2019	17.71
09/14/19	SEAMLESS NORTH AMERICA LLC - Andrew Polansky, Overtime Meal 09/14/2019	20.00
09/22/19	Robert McLellarn - Robert McLellarn, Overtime Meal 09/22/2019	20.00
09/23/19	Robert McLellarn - Robert McLellarn, Overtime Meal 09/23/2019	20.00
09/24/19	Robert McLellarn - Robert McLellarn, Overtime Meal 09/24/2019	20.00
	Total	157.71

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/10/19	AQUIPT INC - RENTAL EXPENSES	4,492.86
	Total	4,492.86

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/26/19	FEDERAL EXPRESS - 525003878977	8.16
08/26/19	FEDERAL EXPRESS - 525003878955	8.16
08/26/19	FEDERAL EXPRESS - 525003878966	8.16
09/02/19	FEDERAL EXPRESS - 776117998267	10.20
09/02/19	FEDERAL EXPRESS - 776118058770	10.20
09/02/19	FEDERAL EXPRESS - 776118037473	9.59
09/23/19	FEDERAL EXPRESS - 776255248094	58.34
09/25/19	FEDEX REFUND	(8.16)
	Total	104.65

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/19	PACER Usage for 08/2019	41.20
08/01/19	PACER Usage for 08/2019	11.00
08/01/19	PACER Usage for 08/2019	26.70
08/01/19	PACER Usage for 08/2019	227.30
08/01/19	PACER Usage for 08/2019	4.30
08/01/19	PACER Usage for 08/2019	3.00
08/01/19	PACER Usage for 08/2019	17.80
08/01/19	PACER Usage for 08/2019	1.10
08/01/19	PACER Usage for 08/2019	20.70
	Total	353.10
TOTAL EXPENSES		\$ 98,203.38